

N. KRYLOV
Marshal of the Soviet Union

GLORY ETERNAL Defence of Odessa 1941





N. KRYLOV
Marshal of the Soviet Union

GLORY ETERNAL

Defence of Odessa 1941



PROGRESS PUBLISHERS · MOSCOW

Translated from the Russian by *David A. Myshne*
Designed by *Victor A. Korolkov*

Маршал Советского Союза Н. И. Крылов
НЕ ПОМЕРКНЕТ НИКОГДА (ОБОРОНА ОДЕССЫ)

На английском языке

First printing 1972

Printed in the Union of Soviet Socialist Republics

CONTENTS

	<i>Page</i>
THE LEFT FLANK	5
THE MARITIME ARMY HQ	25
“ODESSA SHALL NOT BE SURRENDERED” .	41
A HORSESHOE ON THE MAP	56
THE ENEMY IS AT THE GATES	67
CERTAINLY WE CAN FIGHT!	81
CHANGES AT THE COMMAND POST .	103
THE NEAR APPROACHES	109
THE ISSUE IS DECIDED BY THE EASTERN SECTOR	132
COMMANDERS ARE BORN IN BATTLE . . .	151
CITY UNDER FIRE	173
CITIZENS' COURAGE AND SOLDIERS' VALOUR	186
WE MUST HOLD OUT!	202
ON THE EVE OF A BIG DAY	220
THE BESIEGED CITY COUNTER-ATTACKS	237
FOR OUR FINAL VICTORY	267

THE LEFT FLANK

Outside the spacious office, its window panes pasted up crosswise with strips of newsprint, ack-ack guns had for several minutes been firing away incessantly. Their continuous roar was drowned by the sounds of exploding bombs—first in the distance and then nearer and nearer.

"This is the first really heavy air raid we've had so far," said the major-general rising from his desk. "For safety's sake we might as well move over there, Comrade Colonel," and he nodded in the direction of the doorway.

We went and stood beneath the arch of the main wall and resumed our conversation. The general was questioning me about the situation on the southernmost section of the front near the border, which I had just left.

"Nothing seems to have changed on the left flank," he summed up when I had answered all his questions.

"That's right," I answered. "We are still holding our state border on the Danube and in the lower reaches of the Prut. As far as I can judge, our troops can continue holding it as long as the sector on our right stands firm."

"That's just it!" the general smiled joylessly. "Further up the Prut the situation is much worse. The enemy is straining to break through to Kishinev."

In the meantime the exploding of bombs and the firing of the ack-ack guns subsided somewhat, and we returned from the doorway to the desk. Without resuming his seat the general concluded:

"Well, thanks for all you've told me. Now you go and see Krymov at the personnel department, he is expecting you. We shall soon get a report on the damage done by the raid."

This conversation took place in Odessa at the very beginning of the Great Patriotic War.

The major-general was Matvei V. Zakharov, Chief of Staff of the Odessa Military District and a future Marshal of the Soviet Union. As for me, until the previous day I had been Chief of Staff of the Danube Fortified Area, just formed and already disbanded. Following my fellow-servicemen I had come to be at the disposal of the District Command and had no idea where and what I should be the next day. In Odessa I had learned that a special Maritime Group of Forces was being formed and that its temporary commander was to be Lieutenant-General N. Y. Chibisov, who was simultaneously Deputy Commander of the District, while Colonel-General Y. T. Cherevichenko, Commander of the District, took over the 9th Army.

The Group, I was told, comprised the three divisions of the 14th Infantry Corps, the 26th Frontier Detachment, the Odessa Naval Base of the Black Sea Fleet and the Danube Flotilla. The staffs of the 14th Corps and of one of its divisions—the 25th Chapayev—were located nearby. Although I had only served in that area since the spring of 1941, I knew many of the commanders.

On my way to the personnel department I was hoping to be sent somewhere within the Maritime Group, perhaps to Corps Headquarters. In the few months of my service I had got used to the frontier area on the Danube, the Prut and the Black Sea, which reminded me of familiar places in the Far East. I had already decided to go on fighting where I was at the outbreak of the war, alongside the people with me at the time.

I was also very eager to get my appointment. This was a time when a military man in his prime found it difficult to remain in reserve or “at disposal” for any length of time without a definite place in the ranks.

I want to make it clear—and here a small digression is apparently necessary in order to introduce myself to the reader—that I can never imagine myself outside the service. As a matter of fact, I have never been out of it, except in my childhood.

My contemporaries had not been old enough to fight in the First World War; when it broke out I was 11 years old.

But many of them had fought in the Civil War, either because they were called up or because they wanted to, and for many this decided their future course in life. This was so in my case.

My military service might have started later had it not been for the fact that some officer of the 3rd Air Group on the Southern Front in 1919 had chosen the large village of Arkadak in Saratov Region where I grew up, as his centre of operations.

The Red airmen who appeared in the village were a delight to the village boys if only for their uniforms. They wore leather helmets we had never seen before, warm jackets and boots with the fur on the outside. And their aircraft—wooden Nieuports with five-pointed stars on their canvas-covered wings—seemed wonderful, almost magic machines. And not only the aeroplanes. Even the motorcars and motorcycles that serviced them were a wonder to us.

That spring I had received a certificate on finishing our secondary vocational school. I had studied avidly, had read a good deal and finished ahead of time, at the age of 16, taking my exams as an external student; this was allowed at the time. I was elected secretary of the village cell of Young Communists (that was how the first Komsomol organisations were called in the Saratov Region).

Was there a single youngster in those stormy years who was not eager to become an adult?! Filled with a desire to help the revolution I tried, although unsuccessfully, to join the Bolshevik Party. Together with my friends, who were as eager as I to join the Party, I went to the Balashov District Committee of the Russian Communist Party (Bolsheviks). In making our application each one of us added a few years to his age. I, for one, happened to overdo it, saying I was 23 years old which, of course, nobody could possibly believe.

But the commander and commissar of the air group allowed us to enlist in the Red Army, and what was very important, as full-fledged Red Army men, although here, after our embarrassment at the District Committee, we no longer concealed our ages.

What helped us was probably the fact that the Young Communist cell (which everybody in Arkadak knew about) had several times, by order of the village Soviet or the

Poor Peasants' Committee, fought kulak bands, so that we were quite familiar with the rifle and pistol and even with the whine of enemy bullets. And, of course, we were able to convince the commissar of our eagerness to thrash the Whites.

Incidentally, our service in the air group did not prove to be very warlike. We were ordered to guard the aircraft at the airfield and were sent to the base for fuel. One day I managed to persuade one of the pilots to take me up on a training flight. My air baptism ended unexpectedly in a crash landing, in which the lumbering Nieuport ran into a transport convoy moving along the road and killed a horse.

The pilot and I were unhurt, but my boyish faith in the omnipotence of aircraft was shaken. I even thought that to fight on horseback, sabre in hand was perhaps more reliable. But I was firmly convinced that I, too, had to fight, as long as the Soviet Republic had enemies.

During one of my trips for fuel I caught typhus which at that time was raging in areas along the Volga. I had to stay in bed for a long time. When I got out of bed the air group was no longer in Arkadak and nobody knew its whereabouts. There was nothing for it but to go to the Balashov District Military Commissariat and ask to be reenlisted in the Red Army. My reenlistment took place without a hitch—it was at the very height of the Civil War. However, I was not sent to the front. Just at that time people were being enrolled in courses for Red infantry machine-gun commanders and I was told that I was just the man for this, for I was a member of the Komsomol with a secondary education (at that time this was regarded as a high level) and in addition I had some service experience.

I began my studies in Saratov and continued them in Stavropol which had been liberated from the Whites. The section of the Saratov Red Commanders' Courses was reorganised to become the 48th Machine-Gun Courses. On October 1, 1920 I passed out with the rank of a "Red Commander in the Socialist Army".

The courses were short—a less than one year's duration. However, they taught us a good deal; they prepared us for further independent study, for which I am still grateful to my first military instructors.

The young Red commanders were sent with reinforcements to the 11th Army which was fighting in Transcaucasia. I was appointed commander of a half company (the Red Army had such posts at the time) to the 248th Infantry Regiment that was then operating in the very south of Azerbaijan.

The regiment advanced through the Mugan Steppe and swamps towards Lenkoran and Astara, nearing the blue Talysh Mountains on the horizon. It was in these strange parts where there was no winter either in December or even January that I learned the basic practical duties of a commander and became accustomed to responsibility for the lives of the men in my charge.

It was only later that I realised how simple in fact it had been for us to drive the remnants of the whiteguards already defeated in Transcaucasia, out of Soviet territory. Although the enemy still fought back, he was so demoralised, so lacking in faith, that he could not withstand the onslaught of the Red Army no matter where it came from.

We, on the other hand, were inspired because victory was near. The brilliant southern spring, advancing over the liberated land, astounding those who saw the beauties of the Caucasus for the first time, seemed like a harbinger of victory. And no matter how difficult things were at times, our hearts were filled with the joy of life and the feelings of triumph.

But the struggle against the Whites and interventionists was not yet at an end. It continued in the Far East, and in 1922 my fate as a Red commander took me to the other end of the country.

Again there were reinforcements and once again heated goods vans. This time the distance was much greater. Somewhere beyond Lake Baikal, unnoticed, we entered the territory of what was then the Far-Eastern Republic. It was assigned to the 3rd Verkhne-Udinsk Regiment of the People's Revolutionary Army under the command of I. P. Uborevich. Although I was only 19 years of age Yakov I. Korolev, the regimental commander, put me in charge of a battalion.

In the Far-Eastern Republic, or the "buffer", as that temporary state was then called, the system differed somewhat

from that in the rest of Russia. The government bodies had other names and different money was in use. But the Republic was governed by the Bolsheviks, and the main task was to drive all the Whites and interventionists out of the Far East. The Americans and the British had already gone, but the Japanese were still there.

The main events of the last year of the Civil War on the Pacific Coast are unforgettably recorded in a well-known song about "The assault nights of Spassk and the Volochayevka days". I arrived late for the fighting at Volochayevka and Khabarovsk, but was in time to take part in the two days' assault against Spassk-Dalny.

The capture of Spassk opened up the way to Vladivostok, but there were heavy battles at Nikolsk-Ussuriisky and Razdolnoye. Our regiment had a hard time capturing the tunnel near the village of Volno-Nadezhdinskoye where an armoured train of the Whites was taking cover. Later we had to drive the enemy out of one more tunnel at the very Bay of Amur. But that action was the last. After that we were ordered to stop. We soon learned that negotiations were in progress with the Japanese concerning the time of their evacuation of Vladivostok; even the most stubborn interventionists had come to understand that it was high time they got out.

We were on guard on hills and in depressions which serene Far-Eastern autumn had covered in gold. A Japanese naval squadron lay silently in the Bay of Amur, no longer interfering in events, no longer able to change anything.

Some clothing was brought to the battalion from a White depot we had captured, and the soldiers were glad to be able to put on some fresh clothes before reaching Vladivostok. Our clothes were pretty well worn out and the appearance of our units dressed in a variety of garments, a mixture of our own and captured uniforms, reflected the poverty of the country ruined by the protracted war.

The trousers I received from the White depot were British and I wore them in place of the pair in which I had reached the Bay of Amur. These had been an ingenious contrivance with many seams that held together little squares of faded tarpaulin. Not many people would have guessed that the battalion commander's trousers had been tailored out of old grenade pouches.

That is, apparently, the way things are in life: these everyday trifles have engraved themselves in the memory together with the historical days that marked the victorious end of the Civil War.

On October 25, 1922 the last of the Japanese ships left the Bay of Amur and the Golden Horn. Our troops entered Vladivostok without firing a shot. Marching along its uneven, hilly streets filled with working people who came out to greet us I was happy and proud that I had taken part in liberating this unfamiliar city, thousands of kilometres from my native village.

A serviceman does not choose where he will live, and I made no personal plans for my future whereabouts. It never occurred to me, however, that the Far-Eastern part of Russian land washed by the Pacific would become, as it were, my second home, that I would become attached to it for a long time and it would become very dear to me.

It so happened that after the Civil War I stayed in the Far East for 16 years, about 12 of which I served in the division with which I had entered Vladivostok. At that time it was called the 1st Transbaikalian Division, but was later renamed the 1st Pacific Division.

A long period of my life—the fighting years of my youth, my development as a commander and my later years were bound up with this division. It was in this division that I was admitted to the Party—as a candidate member in 1925 and a full-fledged member in 1927. This division sent me to the “Vystrel” (Shot) Infantry Tactical School, and at the conclusion of the course I returned to the same division. In this same division which formed part of the Special Far-Eastern Army I fought the Chinese-Manchurian militarists who had provoked the conflict on the Chinese Eastern Railway (CER).

It was in the 1st Pacific Division that I came to know the elements of staff work which later became my speciality and which influenced my further service for many years to come.

This was as early as the autumn of 1922 when we were clearing the Whites out of the Maritime Territory. Although I was one of the youngest commanders in the 3rd Verkhne-Udinsk Regiment I was considered one of the most qualified.

Whenever Alexei N. Kislov, the Regimental Chief of Staff, was overwhelmed with work, he asked me to help, and outlined combat instructions for me to draw up, deal with other staff documents, and plot the situation on the map.

I did this willingly, happy to learn something new. I remember being very proud when Kislov sent me to nearby battalions and companies to check up on behalf of the staff on how the instructions were being carried out. I received one of these assignments before the assault against Spassk-Dalny.

I was also given various assignments by staff officers later, in peacetime, especially during exercises. Comments on my interest in this type of work were included in my service records. This finally resulted in my appointment as Assistant Regimental Chief of Staff. Somewhat later I was transferred to the Operations Department of the Divisional Staff, headed by V. P. Bogoyavlensky, a General Staff officer of the old army, and a highly qualified military expert. He was subsequently replaced by V. F. Vorobyov (the reader will learn more about him later), then still a young commander, only four years my senior. He came from a workers' family, and had begun his service as a Kremlin cadet in the early years of the revolution.

I learned a good deal from both these officers. My knowledge of everything and everybody in the division also helped me in my work at divisional headquarters. From that time onwards I appreciated how important it was for a staff officer to have close contacts with, and a thorough knowledge of, life in the units.

There had been a tense situation in the Far East since the conflict on the Chinese Eastern Railway. It became particularly disquieting in the 1930s. The Japanese Kwantung Army invaded Manchuria and appeared on the other side of the Amur. The Japanese were clearly preparing to extend their aggression to Soviet territory from which they had been driven 10 years before. Provocations and incidents of various kinds were occurring more and more frequently.

The Soviet state made every effort to strengthen its Far-Eastern borders. New units and equipment arrived from the interior. A fleet began to be built up in the Pacific. Fortified areas were being set up in the most important sectors of the

sea and land borders. I was transferred to the Blagoveshchensk Fortified Area where I finished my service as Chief of Staff in the autumn of 1938.

I remember those last years of my prewar service in the Far East very well (after the war I served in those parts again) because very few days went by without any trouble. The heightened combat readiness, for which the border guards had been trained, gradually became a natural state of affairs in the garrisons along the Amur, as well as all over the Maritime Territory. It was not for nothing that the command of which our troops formed part was not called a district, but the Far-Eastern Front, despite it being peacetime.

It was not easy to live in combat readiness for years, but at any rate we were sure that the enemy would not catch us unawares.

After brief service in the North-Caucasian Military District, I was transferred to the border area along the Danube and the Prut in the south of Bessarabia, now reunited with the Soviet Union.

I liked the new place and particularly enjoyed the wide part of the Danube near Reni and Izmail, most probably because I had got used to the expanses of the Amur which marked the border at the other end of our country.

In some places the Amur is even wider and most impressive with its impetuous and unbridled power. But the Danube, calm and even slow in its lower reaches, where it runs through flat country, is majestic in its own way. As though tired out by its long journey through half of Europe and having just been joined by its last tributary—the cold and clear Prut running down the Carpathians—it carries its waters unhurriedly through its several branches to the sea which is already close at hand.

Each river has its own character, and anyone for whom a river is primarily a line before a likely enemy, needs to know that character just as well as a local fisherman. When studying the expanse of the Danube I usually thought about the problems I had at one time been preparing to solve on the Amur, namely, how to prevent the enemy from crossing the river, how to protect, if need be, our own crossings, and so on.

Here, just as in the Far East, these were not abstract problems. On the other side of the Danube and the Prut was a state not at all friendly to us—landlord Rumania where the fascist dictator Antonescu ruled on behalf of King Michael.

Our Danube Fortified Area had yet to be established. It was being reconnoitred, and sites chosen for pillboxes and batteries. The military engineers were doing the job as fast as they could because their task was urgent. However, all of us thought we had more time at our disposal than was actually the case.

The spring, which comes to these parts much sooner than it does to the Far East, pampered us with its sunny warmth. It was a long time since I had seen such abundant and luxuriant young vegetation, such splendidly blossoming orchards. And it would be hypocritical to say now that that wonderful spring was overcast by a presentiment of an imminent military storm.

No, we had no forebodings either in April or even in May. We followed closely the events in the West where the war had spread to the Balkans, not far from our new borders. Somehow we could not believe it would soon reach our country. We felt the calm of a country that lived by peaceful labour and was working to fulfil its Third Five-Year Plan. What was being done to fortify the borders was regarded as a continuation of the constant, never-ceasing work of improving our defences.

Life went on as usual. The spring seemed bright and joyous. I felt young, took up my new duties enthusiastically and impatiently awaited the arrival of my wife and children. I was very eager to show them the Danube, Izmail, which was closely linked with the name of Suvorov, and all that beautiful, warm country. It had been decided that they would come at the end of the school year, for it was unwise to transfer the children to another school earlier.

On June 20 I at last met my family in Bolgrad, a green, friendly little town near Lake Yalpukh which stretched for many kilometres towards Izmail. My family's luggage was still on its way. Nor was there any furniture in my new apartment. But this did not worry us, for we were very happy to be together again. Housewarmings are nothing new for a commander's family, and this was neither our

first nor our last housewarming. All five of us—my wife and I, our two sons and daughter—made ourselves comfortable on the floor and went to sleep.

This time, however, we were not fated to make ourselves at home in our new place. Daybreak brought us the Saturday that all Soviet people remember as the last day of peace. And so I could not show my wife and children anything near the Danube save Bolgrad and Lake Yalpukh.

Very early the following morning a Red Army messenger from our headquarters awakened me with a sharp rap on the window. I hurried into the yard and the first thing I heard was the characteristic drone of our I-16 fighters. They were airborne, although I knew very well no flights or exercises had been scheduled for Sunday.

It should be noted, nevertheless, that the last few days (I shall return to them again) on the border, although outwardly quiet, were by no means calm. My mind instantly concentrated on all that had been puzzling and alarming—reports of troop movements on the other bank, flights by reconnaissance planes over the Danube navigation channel and our territory, and the other observations of the commanders of nearby units concerning the suspicious actions of the “opposing side”, all that we were as yet loath, as though we did not believe ourselves, to call by its proper name—preparation for war, for aggression.

The messenger knew only one thing: all commanders were being urgently summoned to HQ. But I no longer doubted that this was not a mere alert.

I hastened back into the house for my equipment and said to my wife who had awakened:

“Nastya, this may be war. . . . Only be calm, please, and don’t frighten the children. I’ll let you know what to do.”

When I reached HQ I heard an increasing drone of other planes, no longer ours. Then bombs fell on Bolgrad and an air battle broke out over the town.

A few hours later, about noon, I noticed my wife and our children in one of the lorries full of women and children; an order had been issued to evacuate the servicemen’s families from the border area.

In each lorry there was a barrel of petrol, for nobody knew at what station the passengers would be transferred to trains, and the drivers took along a reserve of fuel. The

lorries were crowded and only the bare essentials were taken along.

We hurriedly took leave of each other without as much as mentioning where and when we would meet again. All personal matters receded into the background in the face of the terrible danger now threatening our country, in the face of a national calamity on a scale it was as yet difficult to conceive.

The first few days of the war, already described by many, are not the subject of my book. I am mentioning them only insofar as is necessary, in order that what I say later may not appear unconnected with this period.

The situation in which my fellow-servicemen and I found ourselves when the war broke out was unenviable. Our fortified area had not been completed for lack of time, and it was now useless to argue whether or not we could have got on with the job quicker. But it was extremely galling to find oneself in the firing line without the weapons one was supposed to have.

We had to give up our hopes of at least partly utilising the Danube Fortified Area during combat operations. Whatever we had that could be used immediately was turned over to the troops in the field, while the personnel so released became the reserve of the District Command. First the engineers who had been preparing to build the fortifications, then other officers were recalled, including some from HQ which, incidentally, had not as yet been fully staffed.

Those who remained were not, of course, idle; they were given numerous tasks by the District Command. However, during the first two weeks of the war our sole concern was the military actions of nearby units and their successes in battle against the enemy.

True, the troops holding the defences on the Danube and the Prut had achieved certain successes at the very commencement of hostilities. I remember the general enthusiasm in the HQ of the 14th Corps on the evening of June 22. At that time we had not yet had any information as to how the attack of the nazi aggressor was proceeding along the rest of the front, and we hoped that our troops there had fared no worse than ourselves. On our sector, on the left maritime flank, things did not look at all bad.

All the enemy's attempts to land on our bank were repelled. The enemy units that had managed to cross here and there early in the morning were routed and close on 500 enemy officers and men surrendered. Our fighters and ack-ack gunners shot down 17 enemy planes. Despite the surprise of the attack our losses due to the bombings and shelling from across the border turned out on the whole to be negligible.

I learned from some of the officers I knew at the Corps HQ the details of various events of the day. They told me that in Kagul the enemy had captured the bridge across the Prut which had been guarded only by sentries, and moved his infantry across the bridge. Our infantry battalion arrived just in time to help the border guards and hurled the nazis into the river, while our artillery destroyed the bridge. I was also told how our men mopped up the Danube flood lands, where an enemy company had managed to cross, and fished out officers and men who were hiding in the stinking silt.

Everything we had managed to do before the war to meet possible emergencies was repaid a hundredfold.

The units of General D. G. Yegorov's 14th Corps had reasonably well prepared lines of deployment along the border. The artillerymen knew exactly whom they had to support and from what firing positions. Good communications had been established with the border guards, with HQ and with the units of the Danube Flotilla. All this had been very useful, enabling us to win precious minutes and hours.

As I have already said, things had not been particularly calm on the border before the war. In June the situation on the Rumanian bank (where—and this was no secret—there were German troops) had alerted us. In one village across the Prut we saw some soldiers who had not been there before, in another we detected a "nest" that looked like an artillery observation post, in still another there was an accumulation of poorly camouflaged boats in a backwater. All this was, of course, reported to our superior officers. Many commanders expressed the view that something could and must be done without awaiting special instructions, to improve combat readiness.

Of course, the superiors on whom that depended knew how far they could go. The excessive caution which now, after

the lapse of many years, may appear strange, was due to the widespread fear of doing something to "give cause for a provocation".

But some things that proved more than timely were done just the same. For example, Colonel N. K. Ryzhi, the Artillery Commander, had persuaded the Corps Commander to discontinue, on some pretext, the field exercises of the gunners, and they returned to their units precisely on June 21. Colonel A. S. Zakharchenko, Commander of the 25th Chapayev Division, which, out of the three divisions of the Corps, was stationed the closest to the border, heeded the warnings of his scouts and on the same Saturday took the 31st Infantry Regiment out for battalion exercises. A few hours later their barracks, luckily vacant, were destroyed by an artillery attack from the western bank.

Credit must also be given to the Command of the Odessa Military District. On M. V. Zakharov's insistence it managed, immediately before the enemy's attack, to transfer its aircraft to reserve airfields, so avoiding heavy losses (only three of the District's planes were destroyed on the ground by bombs on the first day of the war). The troops allocated to protect the border were alerted at about 2:00 a.m. on June 22, so at the outbreak of the war these regiments and divisions were approaching the lines they were supposed to hold. The District Command had by that time been transferred to a previously equipped Command Post. On orders from Sevastopol shortly after 2:00 a.m. the Danube Flotilla was ready for action; previously the Flotilla Command had concentrated its ships in combat groups in the most threatened sectors where they established direct communications with the appropriate ground forces.

The divisions of the 14th Corps were strong and well trained. The first of these divisions to engage the enemy was the famous Chapayev Division which had covered itself with glory in the Civil War. Its regiments bore distinctive and proud names: the Furmanov 31st Pugachev Regiment, the 54th Stepan Razin Regiment, the Frunze 263rd Domashkinsky Regiment. Committed to action in the very first hours of the Great Patriotic War they fought selflessly and stubbornly.

Other units operating in our area also distinguished themselves. At that time I was not yet acquainted with Major

N. V. Bogdanov, Commander of the 265th Artillery Regiment of the 14th Corps, but had heard a good deal about him from the time of my service beyond the Dniester. I knew that Bogdanov was a Deputy to the Supreme Soviet of the Ukraine, that he had been awarded an order for combat training and political education of his regiment in peacetime—a rare distinction in those years. This regiment constituted the main fire power of the 14th Corps and was the pride of Ryzhi, the Corps Artillery Commander. Major Bogdanov's gunners lived up to their reputation. Their accurate fire foiled the new attempts of the enemy to cross the Prut and hammered on his reserves approaching the border.

The enemy had quickly understood the role of this regiment in our defences and day after day bombed the sectors on the left bank from which the firing had come. But the Bogdanovites (everybody in the Corps called them that) were invincible. The regiment suffered no losses either in men or guns. That was the result of the immense work they had done before the war; each battery had several well-equipped firing positions which it could alternate.

June had passed and it was now July. We listened to the reports broadcast twice daily by Sovinformburo with heavy hearts. The reports kept naming areas of battle—Bobruisk, Pskov, Murmansk. This meant that the enemy was penetrating deeper into the country. The situation was also changing for the worse on our sector; on July 3 the enemy succeeded in crossing the Prut in its middle reaches in the latitude of Kishinev where the defences were held, on the right of the 14th Corps, by the 35th Infantry Corps, part of the 9th Army of the Southern Front.

But on the left flank—from the delta of the Danube to Reni and at least another 100 kilometres up the Prut the front line was securely held by our troops along the Soviet state border. Moreover, in some sectors the battles were carried into enemy territory. Thus, in June, the Danube Flotilla (it had continuously been in close cooperation with the 14th Corps), landed troops on the Rumanian bank of the narrow Kiliya Strait—one group on Cape Satul Nou from where the enemy was shelling Izmail, and another group in Kiliya Staraya opposite Kiliya Novaya which was on our

bank. In the former case it landed border guards and a battalion of the Chapayev Regiment, and in the second case a whole regiment which captured three villages. The landing parties were supported by the fire of river gunboats and the field artillery of the Chapayev Division. Prisoners, captured guns and other equipment were brought back from the enemy bank.

I do not undertake to judge whether or not everything possible was done then by our river flotilla to carry out active operations. As far as I know, however, nowhere else along the entire front did any Soviet soldier get onto enemy territory and stay there even for a short time. The Chapayevites who had been ferried across the Danube by our sailors were a reminder to the aggressor on behalf of the whole Red Army, that sooner or later we would return and end the war on the enemy territory.

True, the main attacks delivered by Hitler Germany and its allies were not on the southern sector of the front. During the first days of the war it was certainly easier here to withstand the enemy attacks than elsewhere. It was easier, but nevertheless difficult, even if the fighting on our sector were to be regarded as of only local importance. The attack had been sudden, very little had been done for the defence of the frontier, and the defensive zone of the infantry division stretched for over 100 kilometres.

The fact that the troops operating on this sector managed to hold the border on the first day of the war and for a long time afterwards was, it seems to me, of considerable importance not only at the time or for that sector of the front. Without the staunch defence on the Danube and the Prut, and later on the Dniester, it would hardly have been possible to stop the enemy at Odessa. Perhaps it was symbolic that the fortunes of war had brought together Major Bogdanov's artillery regiment and the Chapayev Division at this precise spot.

But these ideas came to me much later. During the first half of July, I certainly had not thought that the front could soon come close to Odessa, which was relatively far removed from our land borders.

Actually I was the last person to leave the HQ of the disbanded fortified area. Colonel N. P. Zamertsev, Commandant of the fortified area, and Regimental Commissar

A. V. Glotov, his political deputy, had left several days earlier.

I drove to Odessa with our records officer who was to hand over documents to the archives. In the body of the 1.5-ton lorry where we had loaded all the documents there was a steel drum of petrol which was now a "must" for long journeys since there was no possibility of refuelling on the way. This reminded me of my family's hasty departure.

Where were they now, my wife and children? Had they got out of the front-line zone safely? None of us had had any news from our relatives evacuated from Bolgrad on June 22. By itself this meant nothing since the postal service could not as yet have adapted itself to the military situation, and, if anybody did receive any letters, they were ones that had been sent before the outbreak of the war. But we did not even know where our families were nor where to inquire about them.

The only thing we knew was that they had been transferred from the lorries to open goods trucks which normally carry coal and that their train had gone east through Odessa. We were told later that one of the trains carrying evacuees had been bombed near Razdelnaya that day and severely damaged.

Our lorry took us through Moldavia to the Dniester. At another time we would have admired the carefully tended vineyards and orchards where the luxuriant gifts of the southern summer were ripening in the hot sun. But it was painful to look at that blooming country now threatened with destruction. Even then we still had no idea that in a few days nazi tanks would break through to central Moldavia.

Headquarters in Bolgrad and Izmail too had very little information as to the situation along the entire Southern Front. The degree of stability achieved at the maritime flank seemed normal and the difficulties facing our forces on the right where the enemy had crossed the Prut did not appear particularly dangerous. We believed that we had enough power to prevent the enemy from penetrating too far inland. By that time the reserves, which, according to our information, were assembling somewhere near the Dnieper, would have arrived.

A great deal in the situation remained unclear, and there was quite a lot in the development of military events that I could not quite understand: did we plan to fight on our territory? Had anyone asked me what was the main lesson I learned from the first terrible weeks of the war, which had totally disrupted our lives, my reply would have been that the main thing was that the people had not wavered.

True, we may have seen the war as beginning differently, and maybe had not expected it just now. But we realised fully that we could not avoid a clash with the sinister forces of fascism. There was within us a spirit which, in the final analysis, meant even more than combat readiness, and so when the clash came we were not caught unawares. The enemy's unexpected attack, far from creating confusion, stimulated our courage and strength of will.

The word "feat" was not so current before the war as it became later. People somehow avoided using this word in relation to ordinary, everyday affairs, although in essence they may have been heroic. But only this word could describe what was taking place all around from the very first hours of the war.

How else are we to speak of the selfless bravery of the border guards, now part of history? The famous Stoyanovka and Kagulskaya frontier posts were not far from us. These heroes fought to the last man, stemming the enemy advance, while our field troops moved towards the border.

A sentry from the 31st Regiment of the Chapayev Division was for me the living embodiment of the readiness of Soviet soldiers to perform heroic deeds. As I said earlier, this regiment had been taken out of its barracks in the small border town of Reni on the Danube, and only a daily detail remained on location. A sentry was posted at the artillery depot. When the sudden shelling began from the opposite bank one of the first shells hit the guard house, severely wounding the guard commander and the corporal of the guard. Not one of those who had remained had the right to relieve the guard or order him to take shelter. The Red Army man stood at his post with shells bursting all around which miraculously failed to hit him. He was relieved later only when the Regimental Commander K. M. Mukhamedyarov arrived and gave the order.

I do not remember the sentry's name; I only know he was

a Kazakh. Nor is the name of any importance, because others would have done the same.

And the wives of the officers of any unit would probably have done the same in similar circumstances as those of the commanders of the 2nd Battalion of the Razin Regiment. The battalion was stationed near the border, on one of the sectors where early in the morning of June 22 the enemy managed to cross to our bank. The women took up arms together with the soldiers. Defending their children they fired on the enemy from the windows of their flats where they had gone to bed the night before still certain that peace reigned all around.

I thought a great deal about this on my journey. Much else occurred to me about what could be described as deeds of heroism or the natural behaviour of Soviet people, in and out of uniform. No one was surprised at this, but somehow this strengthened our conviction that victory would be ours.

In the distance we could see work proceeding in the arid steppe between Odessa and the Dniester which did not look like farming. On coming closer we saw that an antitank ditch was being dug by hundreds of men and women, who looked like townsfolk. Elsewhere similar work was being done by Red Army men, apparently sappers.

At the city limits our lorry stopped at the check point. A faded poster on the sentry box dated June 26, contained the order of the garrison commander introducing martial law in Odessa and its suburbs. "It is prohibited," I read, "for citizens to be in the streets between 12:00 p.m. and 4:30 a.m. . . . Shops are to close not later than 10:00 p.m., theatres, cinemas and other cultural establishments—not later than 11:00 p.m. . . ."

This seemed quite normal nor were the limitations any too great. In Izmail and Bolgrad things were more strict. But this order and the antitank ditches which were being dug quite near the city made it clear that Odessa, too, was now conscious of the war not merely from radio reports.

An hour later, while I was with the Chief of Staff of the District, there was an air raid.

Despite my expectations I was not to remain with the troops that operated on the maritime flank of the front. The

personnel officer, uneasy about something and hurrying somewhere, did not go into details, but simply said to me with an air of finality:

“You’ll go, Comrade Colonel, as a commander of an infantry regiment now being formed.”

But that was not to be. A week after I had reported for my new assignment, the divisional commander told me that he had been ordered to send me to Headquarters of the Maritime Group of Forces, back to Odessa.

THE MARITIME ARMY HQ

Before the spring of 1941 I had never been to Odessa. After that, even though I had visited Odessa three or four times on army business from Bolgrad, there had been no time to get to know the city.

Odessa is a wonderful place: after a few short visits you feel you have known it a long time.

Is this so surprising? Odessa is one of those cities which you get to know without seeing them. You read about Odessa, its life and customs in your school days, and you remember many historical events and names connected with it.

I recognised the Potemkin steps at once; you cannot possibly forget them even though you saw the film about the legendary revolutionary cruiser many years ago. The names of the streets and squares remind you of the young Pushkin who once wandered through them, of the elusive Kotovsky and of the rebellious sailors of the French squadron.

Numerous beautiful buildings, an abundance of verdure and sunshine gave the central Odessa streets a smart and festive appearance. There was also a festive look about the people on the streets with their southern temperaments and vivacity. The city had its own colour and its own character—gay, somewhat carefree and at the same time benevolent.

May, rainy and foggy in the Far East, was dry and hot here. A stream of people was already heading for the golden beaches of Arkadia and picturesque Luzanovka.

However the commercial port that could be seen from the height of Primorsky Boulevard seemed hushed and deserted. Several cargo ships were moored at different ends of the spacious harbours, loading cranes moving their long

arms nearby. All the same, you could feel at once that this vast port, one of the largest in the country, was not working at full capacity. The war in Europe had paralysed shipping beyond the Straits, in the Mediterranean.

But then, in the spring of 1941, although the war was not so very distant, for us it was still somebody else's war.

The war had already been raging a month when I returned from the area of Dniepropetrovsk. In the south the front reached the Dniester and came very close to Odessa.

On my way from the railway terminus I looked attentively at everything that could be seen from the window of the tram. Previously I had paid only flying visits to Odessa. Now it looked as if I was going to live there, possibly for some time.

At first everything looked almost the same. I could see no bomb damage; the enemy air raids were apparently being successfully repelled or else they were infrequent. The flower-beds, lining the boulevards, displayed brightly-coloured flowers, no doubt planted before the war. The doors of shops and cafés were wide open as was usual on hot days. Cinema posters announced showings of "We Are from Kronstadt" and "Tractor Operators".

But the pavements were not filled with crowds of animated and gay people which I remembered during my first visits. People walked quickly and looked preoccupied. There were fewer people on the streets. Many had, of course, been in the army and left for the front. Others had gone into the interior with their institutes and factories. During my previous visit to the city I had heard that evacuation of the main Odessa enterprises had begun. No doubt a good many people of the city were engaged in building reserve defence lines in the Dniester steppes.

It appeared, however, that fortifications were not only being built in the steppes. At a crossroad I noticed a wall of sandbags across the street. A tram slowed down and drove through a "gate" left in the middle of the wall. Was it a barricade for street fighting? Odessa was apparently also considering this contingency.

Headquarters awaited news. We learned that it was no longer the HQ of the Maritime Group of Forces; on July 19 the Southern Front had reorganised the Group into the

Maritime Army and I was already supposed to be the Assistant Chief of the Operations Department of the Army Staff.

"The Chief of Operations is Major-General Vorobyov," said the duty officer and told me where I could see him.

I went through a corridor where nailed up safes and crates had been brought out of offices (various departments of the Odessa Military District were preparing to move to Dniepropetrovsk), and found the office I needed. I knocked on the door, opened it and saw Vasily F. Vorobyov at the desk. He had been my superior in the HQ of the 1st Pacific Division. Evidently, he had arranged my return to Odessa.

We had not seen each other for about 12 years. I had heard that after his stay in the Far East, Vorobyov had served in Moscow, had graduated from two military academies—the Frunze Academy and the Academy of the General Staff—and then had taught in the latter. I saw his picture in *Pravda* when many officers had been promoted to the rank of general.

Vorobyov looked very impressive and older than his 40 years. He was still wearing a full peace-time general's uniform with stripes on the trousers and chevrons on the sleeves (all the other generals whom I had seen had changed to field uniforms). There was also a certain prewar air about his office—curtains, cosy armchairs, and a small table on which stood soft drinks.

We met like two old friends, for we had served together, and Vorobyov told me about the situation. Having arrived in Odessa from HQ of the Southern Front a few days earlier, he had managed to fly to the border area along the Danube and the Prut, where I was when the war broke out.

"The enemy crossed the Prut in a new place, Tsyganka, and I had to find out what was going on there," said Vorobyov. "I also went to Bolgrad. HQ of the 14th Corps was still there. I had a look at the Soviet territories beyond the Dniester, at least from the air. The fascists are there now."

We were to force the enemy back beyond the Prut at Tsyganka because heavy bombing prevented our troops from counter-attacking. Nor could the enemy exploit his success. But to the north, in the areas held by the 35th Infantry Corps and other units of the 9th Army, the onslaught of superior enemy forces continued to push the front towards

the Dniester. The troops on the left flank were now in danger of being cut off. There was nothing else to do but to withdraw the 14th Corps from the border, and General Chibisov ordered Vorobyov urgently to draw up an appropriate plan.

On the night of July 18 the Chapayevites and other units which for 27 days had held defences in the southern sector of the western state border began to withdraw to the first intermediate line. At the same time the ships of the Danube Flotilla that had supported General Yegorov's corps during those four weeks left Izmail. The flotilla was being transferred to Nikolayev on the Southern Bug. The mobile Danube shore batteries (those which were later near Odessa) withdrew with the battle formations of the infantry.

The troops on the left flank firmly held the border defences to the very end. The following fact is significant. On the basis of the general situation the commander of the Maritime Group intended to begin the withdrawal of the corps two days earlier. But Major-General D. G. Yegorov asked for its postponement, so that he could evacuate his rear supply bases, to which the commander agreed.

It was only when we finally abandoned the border that units of the Chapayev Division and border guards were withdrawn from Kiliya Staraya and the other points on the Rumanian shore of the strait that had been captured by our landing parties at the end of June.

These details of the withdrawal from the Danube filled me with pride and pain.

I was proud of my comrades who had been with me at the start of the war and who were now with me in the Maritime Army, and pain for them because they had been unable to realise their hopes—held for so many days—of preventing the enemy from crossing the Soviet border, at least at that point.

I could imagine how hard it was for the men and commanders to reconcile themselves to the necessity of withdrawing, to realise its inevitability. I firmly believed, however, that their efforts to defend the border had not been in vain. In those units the men knew already from their own experience that the enemy could be stopped. Some units had been on the other bank, on the enemy's territory, and that was of some significance for the future.

And so the Dniester was becoming the front line. Not all the troops had as yet crossed over to its eastern bank, but, as Vorobyov had said, it was only a question of a few days. The forces were taking up defences from Karolino-Bugaz in the Dniester estuary to Tiraspol which was already part of the 9th Army zone.

I calculated that we had a front of about 150 km even without taking all the river bends into consideration.

"Is our army essentially the 14th Corps or are we to have some reinforcements?" I asked.

"The corps as such will be disbanded," Vorobyov answered. "As for its divisions, we are transferring the 150th Division to Kotovsk, at the disposal of the 9th Army, apparently for good. This means that the 51st and the Chapayev divisions remain. On the other hand, the Tiraspol Fortified Area has been included in the Maritime Army. This is quite a genuine force, not at all like your Danube Fortified Area. Moreover, a cavalry division is being formed here, in Odessa. Major-General Petrov from the Turkestan Military District, has been appointed its commander. In addition we have a reserve regiment, an air defence brigade, and some border guards. We have an infantry school in reserve, but it is unlikely to remain here. We also have the Odessa Naval Base under our command with its ships and coastal batteries which as yet have nobody to fire upon. As for our air cover we have only one fighter regiment, and we have no tanks."

It was clear from this that the Maritime Army was not very big, but it was now essential for me to know a good deal about every unit, and I spent the rest of the day gathering all the information I could, as yet only from the documents we had at army HQ.

Late in the evening I reported to Major-General G. D. Shishenin, the Chief of Staff, who had just returned from an inspection tour of the troops. He gave me the impression of a calm and thoughtful person. Even during my short conversation with him I felt that somewhat formal approach which I often noticed in staff officers coming from central headquarters.

General Shishenin, as far as I knew, had been Chief of Staff of the Moscow Military District before the war and

prior to his Odessa appointment had for about three weeks been Chief of Staff of the Southern Front. At the beginning of the war there had been many quick and at times unexpected changes amongst high-ranking officers.

Lieutenant-General N. Y. Chibisov, Commander of the Maritime Army and at the same time Commander of the Odessa Military District, arrived at HQ later that day, about midnight. I had already learned about his daily schedule from Vorobyov; he spent the greater part of the day among the troops, on the construction of defence lines, at various meetings in regional and city organisations, and during the night—until about 6:00 a.m.—he worked on the problems that had accumulated at HQ.

General Chibisov stayed in Odessa until the early part of August, but I did not see him very often while he was there. He remained in my memory, however, as the embodiment of ebullient energy and inexhaustible capacity for work. Everything he undertook was carried out with enthusiasm and pleasure. Even slight contact with him gave people fresh heart and they too became more cheerful. The formation of new units in the District kept Chibisov fully occupied. Despite this he did not leave anything concerning the Maritime Army to be dealt with by his successor, who was due to arrive from Moscow. He spent hours on end meeting directors of the factories remaining in Odessa, ascertaining what weapons could be manufactured there. He foresaw how important that would become in the near future. He found safe premises for an army command post—warehouses of the former Shustov cognac distillery which went three storeys deep underground and which were completely unnoticeable from the outside. Construction of an underground command post was already in full swing.

Commanders I had known from my service on the Danube, now released from the 14th Corps, were being transferred to HQ and Command of the Maritime Army. Colonel N. K. Ryzhi, former Artillery Commander of the Corps, was appointed Artillery Commander of the Army, Brigade Commissar G. M. Akselrod, Political Assistant of the Corps Commander, now became Assistant Political Commander of the Army, Army Physician 1st Rank D. G. Sokolovsky, Medical Officer of the Corps, became the Medical Officer of the Army. I was very happy to meet Regimental Commis-

sar A. V. Glotov, former Deputy Commander of the Danube Fortified Area, now Military Commissar of Army HQ.

The operations department was still being staffed. Colonels F. T. Rybalchenko, A. T. Kalina, and Major N. M. Tolstikov, transferred from district, corps and other units' HQs, arrived simultaneously with me.

Up till then we had been short of personnel. The two or three officers whom Vorobyov had found in the division had had very little experience of work at HQ, and Vorobyov, who demanded that all paper work be done with scholarly precision, complained that he had to re-write the reports and almost had to keep the war diary himself.

The subsequent weeks saw several changes at Headquarters and in the Maritime Army, which no doubt were unavoidable during the organisational period. Rybalchenko and Kalina went to units that were short of staff officers. In our division, we gradually built up a stable, efficient, and friendly team.

It is quite likely that the potentialities of a serviceman or of a regular army officer can only become evident in times of war. Many people then proved capable of far more than had been expected of them. This was certainly true of Captain Kharlashkin who soon became one of my closest war companions.

Before the war he had been the physical training officer at HQ of the Odessa Military District. Kharlashkin had not been trained in any military academy and, according to his papers, had had little military experience. Probably that was why he had not been assigned to HQ of any of the units being formed in the District. Later there was such a shortage of personnel that even army HQ was in no position to reject anyone possessing at least a minimum of HQ experience.

The well-built and smart captain (I remember nicknaming him "bridegroom") at first did HQ duty and carried out various tasks. He turned out to be completely reliable, absolutely tireless and extremely brave. He could be counted upon to get anywhere and to stop short at nothing. If we were ordered, for example, to find and bring to the Odessa lines any units lost in the steppe (he was later given such assignments, too), he would find them and bring them in.

And he always came back from any assignment, after first tidying himself up, as fresh and neat as if he had just taken a leisurely walk along Deribasovskaya Street, Odessa's main thoroughfare.

In the prevailing circumstances Kharlashkin's energy and vigour, his keen and observant eye, his ability never to lose his presence of mind were all very valuable attributes. The physical training officer developed into an efficient officer of the Operations Department. Kharlashkin, always cheerful and willing, became the favourite in the department, people always feel safe with men of his kind—cheerful and full of boundless energy.

Two more excellent officers—captains I. P. Bezginov and I. Y. Shevtsov—were sent to us by the air defence section and HQ of the anti-aircraft brigade. Incidentally, as was usual in Odessa, they had arrived after just completing the sped-up course at the Frunze Military Academy. Their appointment to the operations department was quite natural, in keeping with their training, and for this reason I am not now dealing with them in such detail as with Kharlashkin.

You will meet these three men again. They played an appreciable, if not always a conspicuous role in the operational work of army HQ.

For several days the daily entries in the war diary began with the following sentence: "The Maritime Army is holding the defences along the eastern bank of the River Dniester, is building defences and redeploying its troops."

The Dniester defences appeared reliable. Together with the divisions that had retreated here, the Odessa defence line was covered on a wide front by the Tiraspol Fortified Area which in addition to artillery had hundreds of machine-gun pillboxes. And, although the construction of alternate defence lines farther east, all the way up to the direct approaches to Odessa and in the city itself, continued, we at army HQ believed that we would stabilise the front on the Dniester until we had gathered sufficient strength to hurl back the enemy.

Lieutenant-General Chibisov's instructions to all unit commanders read: "Impress upon everybody that the defences along the Dniester are so important that the enemy

must not breach them. The defence is temporary, and we must seek an opportunity to go over to the offensive."

On reaching the west bank of the Dniester the enemy began to probe for appropriate crossings. But the artillerymen and machine gunners of the fortified area had got the range of all such places in their zone a long while before, and the enemy was unable to land even scouts on the east bank anywhere below Tiraspol.

The troops had a brief respite beyond the Dniester, were able to tidy themselves up, and received the first reinforcements since the beginning of the war. The Army Commander ordered the supplies department to increase the troops' rations and provide them with new clothing. It looked as though in addition to fortifying our positions we could also give some of the units combat training.

The respite, however, was very short. The danger to our defences arose, just as formerly on the Prut, on our right flank, above Tiraspol where, in the area of the 9th Army, the German 72nd Infantry Division had forced the Dniester, followed by other enemy troops.

But before relating the march of the events we need to return to Odessa and the army HQ.

The days of the relative lull on the Dniester line proved trying and anxious for Odessa—mass air raids had begun. On July 22, scores of enemy aircraft bombed the port and various districts of the city; from then on air raids became routine and were often repeated several times a day. Ruins appeared in the central streets—Pushkin, Liebknecht and Karl Marx streets were filled with rubble; the population suffered daily losses in killed and wounded.

The enemy did not bomb the city with impunity. On July 23 our fighters shot down two Heinkels over the sea and land in sight of the whole city. Bombers were also being destroyed by antiaircraft gunners who, I learned, had started squaring their accounts with the enemy aircraft on the fourth day of the war by shooting down a nazi plane near Odessa, so preventing it from reaching the city; this plane was brought down by Lieutenant Vasily Tarasenko's battery of the 638th Antiaircraft Artillery Regiment.

But, to repel massive air raids was far from simple, even though for that time Odessa had strong air defences that had been organised before the war. The city and important

objectives in its surrounding areas (including the pumping station in Belyayevka that fed the Odessa water system) were covered by Colonel I. T. Shilenkov's 15th Separate Anti-aircraft Artillery Brigade. The naval base had its own anti-aircraft regiment. The air defence system comprised a battalion of barrage balloons, a searchlight battalion and other units.

Antiaircraft batteries took up positions on many squares and boulevards during the very first days of the war (the anti-aircraft gunners are, of course, right when they say that they began the defence of Odessa not in August but in June). The Command Post of one of the units was situated on the stage of the famous Odessa Opera Theatre. The very building of this theatre—the pride of the city—was one of the objectives given special protection against enemy bombs.

At that time the anti-aircraft units had plenty of ammunition. And, however arrogant the Nazi aces were in the beginning of the war, they had to fly at a high altitude over Odessa.

There were, however, certain weaknesses in the air defence system. For example, there was no provision for warning about the approach of enemy aircraft from the sea, and yet enemy bombers often appeared precisely from there.

This shortcoming was eliminated; the naval command detailed five old motor-boats, equipped them with transmitters, and the boats were put on patrol duty some 20 miles off the coast. The situation also suggested that it was expedient to place the most powerful anti-aircraft guns—85 mm—closer to the seashore.

When the front approached the Dniester the air-raid warning system deteriorated on land; the warning posts established at the border went out of existence. Since nothing could be done about it, we could only gain time by higher combat readiness of all the air defence forces and means.

The anti-aircraft gunners paid great attention to the enemy tactics and improving their skill, so that their fire became more and more effective. Consequently the first aircraft to break through to the city tried to drop their bombs on our anti-aircraft batteries. The artillery often had to change its fire positions after a raid.

There was quite a good deal of antiaircraft artillery in Odessa, but the city was short of fighter planes.

I remember that when I was getting acquainted with the affairs of the Maritime Army I gained the impression that there were more air chiefs than aircraft. There was Brigade Commander Victor P. Katrov, a lively and energetic air officer, who, in accordance with the regulations, had his own staff. At the same time the staff and command of the 21st Integrated Air Division were also in Odessa. Of its combat forces only one regiment, the 69th Fighter Regiment, was based in the area of the Maritime Army and constituted Brigade Commander Katrov's only air arm. True, there was also a group of small MBR-2 naval sea planes in the Khajibi Estuary.

The defence of Odessa from air attack was not the only task of the sole fighter regiment. The fighters which were scattered over field airfields covered the withdrawal of the troops to the Dniester and its crossings, and escorted the bombers flying beyond the Dniester. When the enemy had crossed to the left bank north of Tiraspol, the fighters of the 69th Regiment were needed there, too, to attack enemy infantry.

Obviously, Brigade Commander Katrov could not be blamed for the actual strength of his air arm bearing only a slight relation to his high-sounding rank. Still, the air commander, who had but one regiment at his disposal, could feel better than the chief of the armoured troops, who had no armour whatsoever. Katrov was most concerned about his airmen who had such an excessive amount of fighting to do; he did all he could for them and distributed his forces carefully, so that the 60 aircraft could cope with all that was required of them.

One day he drove me to a small airfield near Odessa, one of a few where the two squadrons left to defend the city were dispersed (the other two were near the Dniester).

The airfield was a small plot of ground near an endless maize field. Short-tailed I-16s camouflaged by nets and twigs were scattered along its edge (the I-16 was the principal combat plane in the regiment, with other aircraft being few). The pilots of the planes on duty that day were in their cockpits, ready to taxi out for the take-off. The other pilots also kept as close to their planes as possible.

The pilots had young, sunburnt faces. They were all lieutenants, all about 20 years old. They told us excitedly and enthusiastically about their fights with the armoured and fire-spitting Heinkels, which at first they did not even know how to tackle, but now fought with a good deal of success.

"Since Lieutenant Topolsky's flight shot down Heinkels at the approaches to the port, things have improved," Katrov said. "It was not so bad yesterday either. Only don't let that turn your heads," he added turning to the pilots.

The day before, six fighters had intercepted nine Heinkel-111 bombers which were trying to break through to Odessa overland. In a daring attack our fighters broke up their formation and shot three of them down. The remaining planes hurriedly turned tail and dropped their bombs on the deserted steppe.

Some of those who had taken part in that fight were on the airfield. They were as young as the rest of the pilots. Of course, they had little experience, and were succeeding by sheer energy and fighting spirit. Yet they were shooting down nazi pilots who had bombed many a European country before attacking us. Now some people in Odessa owed their lives to these men, for had those nine Heinkels succeeded in breaking through to the city, there would have been more casualties. Unfortunately, there were too few fighters and they were needed not only in Odessa.

The pilots told us how they had attacked Rumanian cavalry. This had happened before I arrived at the army HQ. During one of their reconnaissance flights beyond the Dniester they discovered a concentration of cavalry—at least a regiment—very close to the enemy rear. They returned and, flying low, strafed the enemy with quick-firing cannon and aircraft machine guns which proved to be very effective against those somewhat unusual targets. The cavalry regiment never did reach the front.

"That was our first large-scale attack," said one of the pilots. "We made three sorties under Major Shestakov."

"Talk of the devil. . . ." Katrov observed.

A short, thick-set officer in a flying uniform was walking towards us from a motorcar that was standing behind some bushes. He had a very young face, but he wore an Order of Lenin and an Order of the Red Banner on his breast and

two bars in each of his collar tabs. In greeting him Major Katrov respectfully addressed him by his patronymic, Lev Lvovich.

So that was what he was like, this Major Shestakov, Deputy Commander of the 69th Air Regiment. Thanks to Katrov I already knew something about him. I knew that he was only 25 years old—a contemporary of the rank-and-file pilots. But, whereas the others were meeting the enemy for the first time, he had had a year of war in Spain behind him: he fought close to 100 air battles and shot down eight fascist aircraft. Hence his decorations and the high rank for his age.

In the opinion of Brigade Commander Katrov, Shestakov was an outstanding flyer and skilful instructor to whom the fighter pilots of the regiment owed a good deal of their skill. It was, of course, interesting to get to know him. On that occasion, however, I had hardly had a chance to talk to him because I was in a hurry to get back to HQ. Nevertheless, I already had a clear picture of the young air force major whenever I heard his voice on the telephone. That was quite often for Shestakov was soon appointed commander of our fighter regiment.

It was at about the same time, towards the end of July, that I met Major-General Ivan Y. Petrov. The regiments of the cavalry division he was forming were stationed in different places, including Odessa, and the divisional commander often visited army HQ.

General Petrov went about wearing a cavalry sword belt. Sometimes, in moments of nervous excitement, his pince-nez quivered from involuntary movements of his head—a result, as I learned later, of shell-shock years before. His appearance was distinctive and memorable, and in his general bearing one could see the combined traits of a born soldier and intellectual.

In general, Petrov was a person who at once impressed people favourably and won not only their respect, but also their sympathy and goodwill. As for the experienced cavalrymen who had gathered in his division, they quickly recognised an old cavalryman in him.

Many veterans came from the reserve to this division, now named the 1st Cavalry Division. Some of them wore the spiked Budyonny helmets they had kept since the Civil War.

The divisional officers, mostly people who had also fought in the Civil War, were of the same calibre. Captain Fyodor S. Blinov was given the command of the 5th Cavalry Regiment manned in the Kotovsky Barracks. His rank was lower than the post allotted him, but this was easily remedied by his speedy promotion to major. Blinov had led his squadron in sabre charges on the Wrangel front during the Civil War.

Blinov's regiment soon left Odessa. On a clear July evening, before the city cooled from the heat of the day, it marched through the central streets with buglers on horseback, machine-gun carriages and artillery. It was a quiet evening, there was no bombing, and the pavements were crowded with people. The cavalrymen were offered bouquets of flowers, and cries of "Kill the fascist beasts" were heard on all sides.

The regiment had to pass Pushkin's House which the people of Odessa respected as a monument of culture. As the cavalrymen approached the House Captain Blinov called on them to march past at attention. Nowhere, in any military manual was such an action envisaged. This mark of respect by the old Budyonnovite reflected the nobility of our struggle against fascism.

The regiment proceeded through Peresyp to Luzanovka, one of the few places near Odessa with enough leafy trees to conceal as many as a thousand horses. A few days later the cavalrymen engaged the enemy. Although subsequently Petrov's division had to be dismounted, it proved very useful at that time.

Meantime our troops on the left flank of the Southern Front at the Dniester continued to redeploy. This resulted in further changes in the composition of the Maritime Army and then in the boundaries of our defence area.

On July 28, Vorobyov, who had just returned from the Chief of Staff, dictated the following note to be entered in the war diary:

"The 51st Infantry Division shall be held in reserve at the disposal of the front commander. . . . It shall be replaced in its line of defence by two regiments of the 25th Infantry Division. . . ."

Thus of the three divisions that had formed the 14th Corps—the backbone of the Maritime Army—only the 25th

Chapayev Division remained. True, the 9th Army transferred to the Maritime Army the 95th Division, and the division's defence area—from Tiraspol to Grigoriopol—amounting to 40 odd kilometres of front, as the crow flies.

All this, especially the short period of time allotted for the assembly of the 51st Division (being withdrawn to the reserve of the front) in Ananyev, east of Kotovsk, undoubtedly meant that the situation on our right was becoming increasingly tense. Two days before, the German 72nd Division had crossed the Dniester between Grigoriopol and Dubossary where the river makes a big bend. The enemy bridgehead on the left bank had not been liquidated, and the enemy was apparently building up his forces there.

But first about our new division. Any army could be proud of such a new unit. The history of the 95th Moldavian Division, like that of the Chapayev Division, had started at the very beginning of the Civil War. It was formed in 1918 from partisan detachments fighting against the German invaders in these very parts—in the south of the Ukraine, west of the Dnieper. In peacetime it had always been part of the forces covering the western border. It had fought in the Finnish campaign. In fact, it was a regular army division with splendid traditions, and when the Patriotic War started, it was fully prepared, and was alerted two hours before the enemy attacked.

The 95th Division was known to have given a good account of itself on the Prut: early in July it had routed the Rumanian 35th Division, and had accordingly been congratulated by the Command of the Southern Front. Of course, the division withdrew to the Dniester not without losses, but it was in full battle order. Although we, at HQ, knew this, we were not at that time quite aware of what fighting force the Maritime Army would acquire along with the new large sector of the front on its right flank. Nor was it particularly clear what was happening there at the moment.

The transfer order of the Commander of the Front found the 95th Division, or rather two of its three infantry regiments and most of its artillery, amongst the strike group formed by the 9th Army Commander for the purpose of restoring the situation in the Grigoriopol-Dubossary area, where the enemy had crossed the Dniester.

According to the information we were receiving, furious fighting was in progress in that area. The Commander of the 95th Division and his Chief of Staff had moved from their main Command Post to a temporary one in the battle area, and we were unable to contact them.

During the following two days the situation did not improve, although it became clearer. The enemy now had up to three divisions on the left bank, our troops managing only to keep them in check. Part of the 69th Air Regiment was already operating there. The rest of the fighters were repelling the intensified air raids on Odessa. As yet we were unable to give the 95th Division any help, since in addition to the artillerymen and machine gunners of the fortified area only the Chapayevites remained on the front that stretched from Tiraspol to the sea.

This was the situation when Lieutenant-General G. P. Sofronov, who had been appointed Commander of the Maritime Army, arrived on July 31 from Poltava, the HQ of S. M. Budyonny, the Commander-in-Chief of the South-Western Direction. He had travelled by the shortest route on the advice of the Commander-in-Chief, by-passing HQ of the Southern Front.

“ODESSA SHALL NOT BE SURRENDERED”

The breach of the 9th Army defences on the Dniester still further aggravated the difficult situation of our troops in the south, especially since von Kleist's 1st Panzer Group, on reaching the area of Berdichev, had turned towards Uman, Pervomaisk and Voznesensk. Its motorised corps had cut into the flank and rear of the armies on the right flank of the Southern Front, which had been weakened by the preceding heavy fighting. The situation on the front in the course of a few days had become threatening. Cities which appeared to have been in no immediate danger had been captured. In the face of these events much that had seemed important faded into the background and many other things had to be reconsidered.

It was certainly high time for us to change the tasks of the Maritime Army.

Today it is generally held that the Maritime Army was formed to defend Odessa, and in principle this is correct. Incidentally, the group of troops which was later reorganised into an army had already been named as the Odessa Maritime Group in operational documents, even though at that time its divisions had defended the Danube and the Prut, but what was finally to become our basic and most important mission did not emerge clearly to us, anyway, all at once.

After the inclusion of the 95th Division into the Maritime Army we were responsible for the defence along the Dniester, from the sea to Grigoriopol. The boundary with the 9th Army at this point ran through Voznesensk and Zhovtnevo, from the Southern Bug. On the map our army's defence area looked like a large square: it measured about the same along

the front as in depth—from the forward line of defence to the Bug. In addition to Odessa, this square also included Nikolayev, another regional city and port, with its shipyards.

A little while ago Nikolayev could have been regarded as the safe rear, possibly vulnerable only to enemy aircraft. Following the enemy breakthrough in the north to Pervomaisk and the threat to Voznesensk this was no longer the case. But owing to the danger now threatening the entire south of the Ukraine, west of the Dnieper, we were mainly concerned about Odessa, and not simply because it was just beyond the windows of our HQ.

It was the largest city on the Black Sea coast, an industrial and cultural centre, a first-class commercial port, an important naval base, and much more. Odessa was strategically important because the naval bombers, which raided the Ploesti oilfields that provided oil for the nazi war machine, refuelled there.

Naturally Odessa was important in the enemy's plans. Documents published after the war show that the nazi command realised that this city could not be captured easily. "We must expect the enemy to make an attempt to hold the area of Odessa," said a note by Halder, the Chief of the Army General Staff, in his diary on July 30, 1941. "Odessa may become the Russian Tobruk. The only thing against it is a breakthrough by the 1st Panzer Group south of Pervomaisk. . . ."

The hitlerites, however, planned to be in Odessa soon. Our sailors told about the many mines dropped by enemy aircraft in the approaches to Sevastopol and other Black Sea ports. No mines had been dropped near Odessa, however, which was, of course, a serious sign.

While the enemy wanted to keep the port and fairway of Odessa clear (so that they could be used immediately without time being wasted on sweeping), the absence of enemy mines in this area, naturally, also suited us.

The more alarming the situation became on the nearby sectors of the land front, the more often we recalled that on our other flank there was the sea controlled by our navy.

The Black Sea Fleet was in combat readiness when the enemy attacked, and so suffered no particular losses in June and July. The sailors efficiently coped with the evacuation of enterprises from Odessa to the interior; from the very

beginning a large part of the cargoes went by sea, and the transports were escorted by warships. In addition, if necessary, the fleet could undoubtedly have also given our ground troops direct support.

My first contact with our sailors was in the Pacific back in the 1920s. For a short time I had even worn a naval uniform while on probation (this was the practice with respect to certain army officers) on the patrol ship *Uorovsky*. The ship was under the efficient command of an old naval officer Alexander I. Klyuss. I still remember certain naval terms and customs, the solemn ceremonies of the daily hoisting and lowering of the flag, and the meticulous order in the ward-room with the traditional "May I be seated at the table?"

The *Uorovsky* with its modest displacement of about 3,000 tons and two or three small guns was at that time the biggest ship of our Far-Eastern Fleet. Our coastal artillery, too, was minimal. Yet we had to consider the possibility of attacks not only on land, but also from the sea. I remember how we discussed plans for defending the approaches to the Golden Horn Bay of Vladivostok with the aid of the army. One of the suggestions made was to install field howitzers on barges, place such floating batteries beyond the coastal projections or the islands, and meet the enemy ships with high angle fire.

Here, at Odessa, our task was to turn the heavy coastal artillery landward.

In the area of the Odessa Naval Base there were several long-range, stationary, large-calibre—7-8 inch—batteries. But the coastal gunners had been trained to fire only on sea targets. Fortunately, we had enough time to overcome this shortcoming. At the end of July the batteries near Odessa were already practising firing at land targets. The Odessa sailors had in general got down to serious preparations for defending the base on land.

I should like to explain to the readers who have had no contact with the navy that a naval base is not merely a harbour or port where warships can lie and be supplied. The sailors' concept of a base includes a complex of forces and resources intended for the defence of a certain section of the sea and coast—observation and communication posts, coastal artillery, ships, air defence units, and supply services.

Essentially, a base is a specific and rather heterogeneous formation with its own HQ.

My work in Odessa naturally brought me in contact primarily with the sailors from base HQ. They were Commodore S. N. Ivanov (Chief of Staff), his young assistant Commander K. I. Derevyanko and Captain S. V. Filippov, the Artillery Officer of the Base.

With the outbreak of the war the sailors no longer wore their snow-white service jackets and caps. But even in their dark uniform they looked smart with golden stripes on their sleeves, starched cuffs, immaculately creased bell-bottomed trousers and highly polished buttons. Their fine appearance seemed rather strange at first but I remembered that before going into battle in older days sailors put on their dress uniforms. And our sailors were in a fighting mood.

The Odessa Naval Base, while at first operationally subordinate to the Maritime Group of Forces and then to the Maritime Army, remained in general under the Naval Command. The orders received by the Commander and Staff of the Base at the end of July from Admiral N. G. Kuznetsov (the People's Commissar for the Navy) and the Military Council of the Black Sea Fleet categorically demanded that they defend the base to the very end regardless of the situation on the land front.

Everybody at the base took part in engineer work at the approaches to the city, specially fortifying the approaches to the coastal batteries, putting up barbed wire entanglements and laying mine fields in front of them. The ships lying in Odessa were preparing to give the ground forces fire support. They included two destroyers, a division of gunboats, mine sweepers, patrol and torpedo boats, as well as the cruiser *Komintern*, the Black Sea veteran whose commissioning had initiated the revival of the fleet after the Civil War.

Colonel N. K. Ryzhi, Artillery Commander of the Maritime Army, and Major N. A. Vasilyev, Chief of the Artillery Staff, frequently visited base HQ where land maps, tables and plotting boards were being prepared, and established close contact with their naval colleagues.

Credit must be given to N. K. Ryzhi for his foresight. Before the war, while in the 14th Corps, he did everything

possible to strengthen the combat readiness of the artillery regiments without waiting for special instructions from above. Now as the Commander of the Army Artillery in Odessa, he planned the fire support of troops even in the reserve lines.

Long before the coastal artillery of the navy was able to co-operate with our divisions, Major Vasilyev told me that he had, by order of Colonel Ryzhi, visited all the batteries of the naval base and met their commanding officers. They had jointly planned the fire adjustment posts and agreed on the methods of calling for fire and other details of their common combat duties. This was all very valuable.

Divisional Commissar F. N. Voronin, appointed member of the Maritime Army Military Council, and Regimental Commissar L. P. Bocharov, who had been placed at the head of the political department of the army, arrived in Odessa almost simultaneously with Army Commander G. P. Sofronov.

We knew Voronin as the head of the Political Department of the Southern Front. The fact that another important military figure was assigned to the army following the arrival of G. D. Shishenin, was evidence of the great attention being paid to the maritime flank, particularly since the situation was also becoming difficult elsewhere.

On meeting the army staff officers Voronin told them quite definitely, but without heroics, that the course of events meant we had to be prepared independently to defend so strategically important an area as Odessa.

Independent defence implies holding an encircled or isolated territory—in our case a jumping-off ground on the coast. The command of the front, and perhaps not only of the front, therefore, considered that the army might have to do this.

Actually this was not so unexpected. We had to assume that somewhere to the north of us the enemy might for a short time be near the Bug (we were loath to think that he might be there for some time and would be able to advance further east). That being the case, we believed it advantageous for us to retain our positions on the coast, which threatened the enemy flank.

It was not just a question of our positions, however, but of Odessa itself. The independent defence of a vast city

which had never been a fortress city was something entirely new, for which there was no historical precedent. Countless questions arose which could only be answered in the light of experience.

On arrival Lieutenant-General Sofronov stayed at Chibisov's whom he had known when they were serving in the Urals Military District. That evening at HQ he was already conversant with the situation and our main problems.

At that time army HQ was housed in the Building Institute in out-of-the-way, quiet Didrikhson Street which the local inhabitants usually called Staroinstitutskaya (Old Institute) Street. A site in the adjacent yard chosen by Chibisov was being equipped as an underground Command Post. The Army Communications Centre was already operating there, so Sofronov could contact I. V. Tyulenev, the Commander of the Front, by teleprinter.

The new Army Commander was in no hurry to issue orders or to assign missions. Apparently it was not his habit to exert his authority without first obtaining a thorough knowledge of the state of affairs. We could sense, however, that the army he found in Odessa was a surprise to him. Sofronov told us later that G. K. Zhukov, Chief of General Staff, had in Moscow outlined to him a plan of developing the Maritime Group of Forces into a strong army of 5 to 6 divisions which had not been carried out.

When the war broke out G. P. Sofronov was Deputy Commander of the Special Baltic Military District. He was already nearly 50 with a prepossessing personality—a calm, frank countenance and simple, even homely manners. We soon came to appreciate him as a straightforward and genial person who did not stand on ceremony. At the same time he had a strong, steadfast character and enormous self-control.

Artillery Commander Ryzhi was delighted with Sofronov's arrival. He had commanded the division in which Ryzhi served in the 1920s. Ryzhi told me a good deal about our new commander, and later Sofronov himself often talked to us of interesting events in his life.

Sofronov was an old Communist who had joined the Bolshevik Party before the October Revolution. He was also

an old army man, having been a junior lieutenant in the Russian Army during the First World War.

Some events in his biography at times surprised us.

When the plan for construction of fortifications was discussed before the map on the second or third day after his arrival, he displayed a good knowledge of the city and the whereabouts of many of its industrial enterprises, but gave them their pre-revolutionary names. For example, he referred to "Geza's Factory", "Ropit", etc. Noticing someone's puzzled look he smiled and said: "Didn't you know I was an oldtimer in Odessa?"

He had fought in the streets of Odessa nearly 25 years before. At the end of 1917 the Soldiers' Committee of the 6th Army sent former Junior Lieutenant Sofronov with a detachment of 500 soldiers from Izmail to help the Odessa Red Guards suppress a Gaidamak mutiny. After the January uprising that established Soviet power in the city Sofronov worked on the staff of the Socialist Army formed to defend Odessa from the Rumanian and German troops which had invaded the Ukraine.

We had never suspected anything of the sort. But someone in Moscow had apparently remembered General Sofronov's fighting record, and that must have been the reason for his transfer from another front to Odessa, which once again was threatened by the enemy. No doubt the fact that he had been Commander of the Arkhangelsk Fortified Area after the Civil War was regarded as important, for there, too, it was necessary to hold defence jointly with the sailors.

The General Staff in Moscow had warned Sofronov that the Maritime Army might have to fight with the Black-Sea Fleet in the enemy rear and hold the beach-head which would be greatly needed when our troops assumed the counter-offensive in the south.

In principle it was the same mission that F. N. Voronin, member of the Military Council, had already talked about at army HQ, except that the beach-head was conceived as a wide stretch of coast which included Odessa, Ochakov and apparently Nikolayev. That was why the question of additional divisions had been raised.

But while Sofronov was on his way from Moscow through Poltava, the situation on the Southern Front had greatly changed.

The Army Commander found himself in a difficult position. He knew Odessa and its environs well and loved the places associated with the fighting days of his youth. Despite all his military experience, he did not know—and he could not hide this from the operations officers of the army HQ—how Odessa and Nikolayev could be covered by two infantry divisions.

And who indeed knew? So long as our army and the adjacent 9th Army could hold out on the Dniester, two divisions on a 160-km front would suffice if supported by the Tiraspol Fortified Area. Now one of these divisions—the 95th Moldavian—was already engaged in heavy fighting against large enemy forces that had crossed the Dniester between Grigoriopol and Dubossary. Any widening of the enemy bridgehead on the left bank could easily have severed our junction with the 9th Army. At the same time both armies were threatened in the north by von Kleist's Panzer Group which continued its advance.

When Sofronov reported on the position in the Maritime Army to the Commander of the Front, he asked that he be given either a further two divisions, or be relieved of responsibility for the Nikolayev direction, with a corresponding change in its boundary with the 9th Army. But this request made on the direct line did not alter anything, for the reply of General I. V. Tyulenev was that reinforcements were out of the question and that we would have to continue to bear the responsibility for the Nikolayev direction.

Our knowledge of the situation on the whole Southern Front was indeed meagre, otherwise we could not have hoped for reinforcements. We still had no idea of what was happening in the 6th and 12th armies, cut off from their rear on the right flank.

At the beginning of August the forces that had been operating along the Dniester, north of Tiraspol, continued their attempts to re-establish the front there.

On August 3, in his usual endeavour to record and also to give an assessment of events, my assistant Senior Lieutenant Sadovnikov made the following entry in the war diary: "Liquidation of the Dubossary Group assumes extraordinary importance because the enemy has captured Pervomaisk, and the joining of the Pervomaisk and Dubossary

groupings will make it very hard for the 9th and Maritime armies.

There could be no disagreement with this conclusion. We needed a plan of operations in case—as was almost certain—we were unable to destroy the enemy bridgehead on the left bank of the Dniester.

It was precisely from the Dubossary bridgehead that we could expect the main enemy attack against our defence zone. Had the attack been directed at our junction with the 9th Army our right flank would have immediately been threatened with envelopment.

How could we reinforce our right flank? Firstly, by using I. Y. Petrov's cavalry division which was the manoeuvrable reserve of our army. Should the worst come to the worst we could strengthen our right flank by transferring a regiment of the Chapayev Division to that position and then move up to the threatened area the border guards, the Odessa volunteer battalions, and anything else we could throw in from the resources of the naval base and the city.

These were in essence the recommendations of HQ conveyed by G. D. Shishenin to the Commander of the Army. The latter agreed, but also ordered that another Chapayev regiment be prepared to be moved to the right flank.

Somewhat later, after consulting Divisional Commissar Voronin and Chibisov who was still in Odessa, Sofronov came to a decision, which at the time surprised even Shishenin, to begin a gradual withdrawal from the Tiraspol Fortified Area.

The Tiraspol Fortified Area was a good protection for Odessa. The main fire power of the fortified area, however, had not been involved in the main events of the last few days that took place to the north, further up the Dniester. But the troops in the fortified area constituted an impressive fighting force even without their pillboxes. They had nearly 500 heavy machine guns and more than 300 light machine guns, as well as thousands of excellently trained picked troops. In other words, there were several machine-gun battalions capable of covering difficult sectors.

That was how the commander decided to use this force, or rather, a part of it, for the time being. The order issued to the commander of the area on August 5, envisaged dismantling the pillboxes at Mayaki and Gradenitsa in the

southern sector (except two, which could keep the dykes under fire). Further north, the pillboxes distributed in depth were partly dismantled (one machine gun being left in each), while those immediately on the bank were left untouched. The machine guns thus released were used to strengthen the fire power of the divisions and the army reserve. A mobile reserve was also being formed.

Did this decision involve a risk? Most certainly, even though there seemed little likelihood that the enemy would in the near future attempt to capture a new bridgehead anywhere on the left bank, south of Dubossary. But by leaving the fortified area as it was we also ran the risk of losing much needed weapons. Moreover, a lot of time was needed to dismantle and remove the guns from hundreds of pillboxes, and who could guarantee that there would be time should the enemy cut into our rear from Grigoriopol.

Subsequent events justified Sofronov's actions. The Tiraspol machine gunners, as well as the artillerymen of the fortified area who had been incorporated in the field troops, were destined to play an important role in the defence of Odessa.

New orders were also issued to Colonel G. P. Kedrinsky, Chief of the Army Engineers, with whom the Army Commander made the rounds of the defence lines being built between Odessa and the Dniester.

The initial plan drawn up by the Command of the Southern Front envisaged three main lines—60, 40 and 20-25 km from the city. The first two lines had to cover Odessa and a vast stretch of the coast all the way up to the Southern Bug. The defence front would have been 225 km in the first line and about 175 km in the second. The estimate therefore clearly involved not two or three divisions. Such lines could have been incorporated in a beach-head held by a large army which had been promised to Sofronov by the General Staff.

But the plan remained in force, and two army departments of field construction under the charge of the Chief of the Army Engineers worked in the steppe. They first dug antitank ditches which were considered the most important. By the beginning of August most work had been done in the first line, the least in the third but nowhere had the work been completed.

On his return the Army Commander told Shishenin that Kedrinsky had been ordered to concentrate all the forces at his disposal on the second line in the sector stretching from Belyayevka to the Tiligul Estuary, and on the third line, the closest to Odessa, along its entire extent (about 140 km) from the village of Mayaki in the west to Ajiaska in the east. Sofronov demanded that trenches be dug for the infantry before antitank ditches.

He was quite critical of the idea of antitank ditches. After his trip with Kedrinsky he told us at HQ that on the North-Western Front, where he had just been, the antitank ditches dug in the reserve lines sometimes created more difficulties for our own infantry and artillery than for the German tanks.

"I'm afraid it might happen to us, too," he concluded.

One day, while calling on the Army Commander with some information he needed, I found a stocky, broad-shouldered naval officer with stripes of a rear-admiral in his office.

I realised at once that he must be Gavriil V. Zhukov, Commander of the Odessa Naval Base, just appointed garrison commander. I had not yet met him.

Zhukov had a weather-beaten, pock-marked, somewhat sullen and very resolute face. I knew he had fought in the Civil War and had been a volunteer in Spain, where he had won his two orders.

The rear-admiral had served in Odessa for about three years and was known in the city. He was a member of the Regional Party Committee and an alternate member of the Central Committee of the Communist Party of the Ukraine. I could not help noticing that the Odessa sailors at the base not merely respected Zhukov but loved him.

His past record, determination, strong will and fearlessness appealed to people. I remember a lieutenant-commander from the naval base telling me how he had been with Zhukov in the yard of the Command Post during one of the first heavy enemy air raids. A bomb fell behind the adjacent building and the lieutenant-commander instinctively moved towards the shelter, but was stopped by the rear-admiral's question: "Where are you going?" Ashamed, he returned to Zhukov who calmly continued to watch the air raid. This may have been unnecessary bravery, but such

behaviour by a senior commander is something his subordinates may be proud of.

Early in August the command of the Odessa Naval Base was engaged in an unusual pursuit—it was hastily forming two land regiments composed of sailors.

At first they were regiments only in name, because numerically they were more like battalions, one of them numbering 1,300 men and the other about 700, because no more were available then. These battalions were manned by cadets of a junior commander school, various shore-duty groups and any that could be spared from ships, batteries and communication posts.

It was not so easy to arm these units—their rifles were collected from every unit of the base (for unlike soldiers, not every sailor had a rifle). Undoubtedly Rear-Admiral Zhukov's prestige in the city organisations and his knowledge of local resources helped in speedily ascertaining the possibilities of obtaining some additional weapons. A factory, in no way connected with arms, was hastily arranging to manufacture hand grenades. Another factory that had produced glass and had been closed down at the beginning of the war undertook to make incendiary bottles for use against tanks. These items were, of course, needed elsewhere, as well as for these two naval units.

The term "marines" was not yet part of our military vocabulary. The Odessa Naval Base named its Red Navy regiments the 1st and 2nd Naval Regiments. But actually they were marines and possibly the very first marines on the entire front.

By August 5 the 1st Naval Regiment had in the main been formed. True, it had no means of communication, not even trench spades, to say nothing of artillery. But we regarded it as a reserve for the right flank. The 2nd Regiment was intended by the command of the base for port cover, since there was no telling what turn events might take.

Meantime one more regiment was formed on the basis of the 26th Border Guards Detachment, reinforced by the personnel of other NKVD (People's Commissariat for Internal Affairs) units. In this case there were no difficulties with weapons because border guards always had them and even had some to spare.

There could be no doubt that in the hour of trial the Maritime Army would be reinforced by Odessa itself. Of course, the City Military Commissariat could not give us too much help since the main contingent of reservists called up in the very first days of the war had long since been at the front. The military commissar could account for only a few thousand older reservists. But this did not exhaust the possibilities of reinforcing the troops because, when the enemy approached a Soviet city, it was not only reservists who enlisted.

Registration of volunteers for tank destroyer battalions and the People's Volunteer Corps began in Odessa early in July. Two thousand people joined at the October Revolution Factory alone, 700 at the Vorovsky Factory and almost as many in the commercial port; the city as a whole accounted for many thousands of volunteers. True, later some of them had to leave because of the evacuation of many industrial enterprises from the city. Those who remained, however, took 2 to 3 hours of military training daily without discontinuing work.

Each of Odessa's seven districts had its battalion. Another—the eighth—was made up of railway workers. The men and women of this battalion did not wear uniform, but they learned to fire a rifle and machine gun, throw hand grenades and incendiary bottles; and report at assembly points when there was an alert. Soon many found themselves in the forward line of defence.

In the south events were moving fast. On August 4 telephonic communication with front HQ was severed. Later, it was learned that the staff of the front had moved from Voznesensk to Nikolayev. From Nikolayev on August 6 the troops of the front were ordered to withdraw to the Chigirin-Voznesensk-Dniester Estuary Line.

The Maritime Army was ordered to withdraw to the line running through Berezovka, Katarzhino, Razdelnaya and Kuchurgan Estuary. Thus our right flank was withdrawn from the Dniester and was deploying northwards, while the left flank remained at the Dniester Estuary.

We did not know at the time that the new line along the Bug for the main forces of the Southern Front was only a temporary one, and that General Headquarters had allowed

them to withdraw to the Dnieper in order to halt the enemy there. Nor did we know that General Headquarters' directive of August 5 contained a clause directly concerning us: "Odessa must not be surrendered, and must be defended to the last, with the aid of the Black Sea Fleet."

Historians now regard the date of this directive which finally clarified the task of the Maritime Army, as the beginning of the defence of Odessa. But we learned of the GHQ demand only a few days later when we received a corresponding order signed by S. M. Budyonny, Commander-in-Chief of the South-Western Direction.

In drawing attention to this fact I am not saying that the defence of Odessa began on some other date. But this is not the only reason why the date of August 5 is an arbitrary one. The GHQ directive, no matter when received, confirmed in decisive and categorical terms what was already being done by the army, the navy, and the people of Odessa. I repeat, however, that I do not intend to argue about dates because dates don't really matter.

We were surprised and delighted to learn from the order for withdrawal to the new line of defence that the Maritime Army now included the 30th Mountain Infantry Division stationed next to the 95th Moldavian Division. We immediately assigned it a zone of defence on the right flank of our new line.

But it was too soon to rejoice. Pressing home the attack from the Dniester the enemy strike grouping drove a spear-head between us and the 9th Army with the result that the larger part of the 30th Division found itself on the other side of the swiftly widening gap. We could not even transmit it an order to withdraw to Berezovka station. Two liaison officers returned after failing to perform their mission; the third officer was missing.

True, P. A. Dibrova, Commissar of the 30th Division who had served with our army commander in the Baltic Military District, reached army HQ with a number of his officers.

Sofronov explained to the commissar the task of his division, showed him on the map the line of defences assigned to it and generously detailed nearly 20 machine-gun crews for the division from the army reserve. After that Dibrova departed.

Time and again our cavalry reconnaissance was ordered to find the division and establish contact with it. The caval-rymen went deep into the steppe, but only ran into enemy columns.

The Maritime Army never did get that division. As we learned later, the remnants of the division, fighting heavy battles, withdrew to the Southern Bug with the units of the 9th Army. It was only there that Commissar Dibrova, whose group had safely reached Nikolayev, contacted them. The orders the commissar had received from Army Commander Sofronov were by that time of no practical value.

A HORSESHOE ON THE MAP

Not only the position of the 30th Division, but a good deal more was unclear to army HQ at that time.

Having lost contact with our right-hand neighbour, and having no communication with the 9th Army HQ (nor did we have regular communication with Front HQ), information was received with delays and sometimes by accident as to the whereabouts and movements of the enemy that had broken through from the Dniester and was advancing from the north. That fighting was in progress at Voznesensk, for example, we learned from Odessa railway workers.

The worst of it was, however, that communication even with units of the Maritime Army in process of withdrawal to a new line of defence was frequently interrupted. Field troops then still made very little use of radio. There were also exaggerated fears that the enemy would be able to locate our HQs as a result of our broadcasts; on the other hand, during troop movements telephone communication could not always be depended upon.

Headquarters' main concern was to find answers to such questions as: "How is the order to withdraw being carried out? Where is our forward line of defence at a given moment? Are there any gaps between the units?" It was dangerous to overlook any enemy spearhead. We spent day and night at the telephone and detailed anybody we could to meet the units withdrawing from their old positions, ordering our messengers to return as quickly as possible with reliable information. Yet, when our Army Commander asked the whereabouts of a particular regiment, we often had to say: according to our estimate, it must be in such and such a place.

Shishenin with his even temper and self-control could feel at ease and confident even in very difficult circumstances provided he knew that the situation map of the Chief of Operations sufficiently reflected the state of affairs at the front. But our maps clearly lagged behind events, and General Shishenin could no longer remain at army HQ.

When the Army Commander ordered the pillboxes of the Tiraspol Fortified Area to be disarmed and the men to be withdrawn from them the Chief of Staff volunteered personally to ensure the transfer of the machine gunners to the new lines of defence. Since we had insufficient transport, some of the machine-gun battalions withdrew from the fortified area on foot. Whenever vehicles became available they were sent out to pick the men up.

These battalions were particularly needed to cover the right flank where we had to fill the gap formed through the absence of the 30th Division, especially after the enemy had cut off the Maritime Army from the 9th Army, for it was now hard to say just where the right flank ended.

We were still trying to re-establish communication with our right-hand support by using General Petrov's cavalry division. As for the area between the Tiligul and Kuyalnik estuaries, we sent all our reserves there; the 1st Naval Regiment, an NKVD regiment and various small units.

All these forces came to be known as Monakhov's Group, for Brigade Commander S. F. Monakhov had been placed at the head of the heterogeneous units that were intended to cover Odessa in the north and northeast. Brigade Commissar G. M. Akselrod, the most experienced political worker of the Maritime Army, was appointed Military Commissar of this temporary formation.

In a war there are often days when the situation around you, on your sector of the front, becomes so tense that you forget about everything going on elsewhere. This was the case during those few days when we were organising our new defence lines. All we were concerned with was to remain masters of the situation, to prevent a breakthrough of the front, to find additional reserves, to utilise them to the full and to stabilise the position of our units.

The troops had withdrawn from the Dniester where at least the enemy faced a natural barrier and a defence line. Now we had to stop the enemy in the open steppe, where

no one had ever envisaged there would be a front, and at the moment there were practically no defensive positions to speak of.

How were we to manage with two infantry divisions and a few hastily formed regiments in a defence area that required from 8 to 10 divisions? There were times when this heartbreaking task overshadowed the events taking place on the rest of the front. In addition, we now knew less than ever before what was taking place in the adjacent sectors.

There can be no doubt that while we were worrying about the fate of our people in the adjacent sectors, and the gloomy picture of the general military situation in the south became more evident, we were at the same time saying to ourselves—yes, the enemy is crashing right through, but he will be stopped somewhere, he must be stopped without fail. Of this we were absolutely certain.

We also indulged in some wishful thinking: probably the nazi units had advanced a long way, but for the most part were moving along the roads, were overdoing things, hurrying to exploit their temporary successes, and had no time to bother about consolidating and securing their flanks. Maybe our command would take advantage of this, concentrate a striking force somewhere farther north and would cut off the enemy spearheads? How we hoped it might be so.

Encirclement of large enemy groupings became possible much later, at another stage of the war. We could dream about such things in July-August 1941 only because our knowledge of the general military situation was poor and only until we found out that the enemy was already breaking through beyond the Bug.

“One thing is clear: we must fight,” Captain Kharlashkin, already familiar to the reader, would jokingly “suggest” as the most infallible solution to some comrade of our department who was racking his brains over an alarming and sometimes quite incomprehensible map.

The only thing that was quite clear was that whatever the situation on the map and whatever the threat from the enemy, we had to fight, for that was our job, that was our duty. Perhaps this unmerciful clarity about the main thing gave us, Soviet people, added fortitude and faith in our strength.

During one of my trips to check on the withdrawal of the troops to new lines I finally met Major Nikolai V. Bogdanov, of whom I had heard so much while still on the Danube border. His 265th Artillery Regiment had just taken up fire positions in the area of the village of Dalnik, west of Odessa.

This regiment played an outstanding part in the fighting during the following weeks. But at that time the glory of the Bogdanovites at Odessa still lay ahead. It was impossible to imagine that the tired-looking major wearing a badge of Deputy of the Supreme Soviet of the Ukraine sitting before me on a large pile of maize stalks would soon be "honoured"—apparently by Antonescu himself—by the offer of a special award of 50,000 lei for his head.

After reporting on the state of the regiment and receiving answers to his questions, Bogdanov told me of the recent battle he had fought in a village on the Dniester, where the regiment had halted and was waiting for fuel for its tractors. Enemy tanks broke through to the village. Bogdanov's men had to manhandle their guns into orchards on both sides of the main street and fire at the tanks over open sights from a distance of about 500 metres. Three tanks caught fire, and the rest turned tail.

That battle was followed by another on the march to the village, this time against tanks that had overrun the detachment covering the troops withdrawing to the Odessa lines. Bogdanov managed to deploy his batteries, knocking out several tanks by direct fire. What was most important, Bogdanov's artillerymen repelled the enemy attempt to break through where our infantry had not yet taken up defensive positions.

Heavy artillery is designed to fire at long range, and the 265th Regiment was naturally highly valued as a powerful firing force and was normally used only for this purpose. In war, however, sometimes a given unit has to cope with tasks it was never designed for. A heavy artillery regiment would never be advanced to the forward line of defence to fight tanks in exercises, but the Bogdanovites proved ready for this, too.

I knew how highly Bogdanov was thought of by Artillery Commander Ryzhi who considered him a talented artilleryman. This opinion could probably be confirmed by the battles of which I had just been told. But there was something

else about the commander of the artillery regiment that seemed to me just as important.

When taking leave of me Bogdanov suddenly said:

"Come and visit us soon at our housewarming, Comrade Colonel. As soon as my crews make themselves comfortable in their dugouts, maybe we'll get some boards to line the walls and floors. We are also planning to set up a bathhouse and a dining-room for the officers. Come and see us."

So that's what he was like! His men had just taken up new positions. The main task was to hold out at all costs. Bogdanov had warned the battalion commanders in my presence that they should be ready, as before, to distribute hand grenades among the crews just in case. And at the same time he was planning to provide his men with the simple comforts of a soldier's life—to build a little bathhouse.

The major's lean face looked tired and pinched. It must have been a long time since he had slept like a human being (nor had any of his men for that matter). I realised that what he had just talked about was, of course, not merely because of his usual concern for his men's welfare. It was something more. If you think a little more about it, the front-line bathhouse and the comforts in the dugouts (the Bogdanovites succeeded in carrying out all their plans) now assumed a special significance. Wasn't this intended to strengthen the conviction in his men that they were there to stay?

"He is a clever commander," I thought and recalled something Bogdanov had said while talking to his artillerymen half an hour earlier:

"Now that we have come close to Odessa it means we have stopped retreating."

My meeting with Major Bogdanov made me feel proud of the commanders who had grown up and developed in peacetime, and yet were able to assess the factors essential for success in war.

Meantime, a shortish colonel with a closely-shaven head and thick, dark eyebrows arrived at HQ; it was Grigory M. Kochenov, Commander of the Tiraspol Fortified Area, who had dismantled his last pillboxes at the Dniester.

The "20 Years of the Red Army" Medal on his service-tunic indicated that he was a Red Army veteran. Now he appeared somewhat restrained and ill at ease. It was not

hard to understand how difficult it was for the commander to be ordered to leave a fortified line which he and his subordinates considered invincible and were ready to defend to the last.

Of course, Kochenov was not kept idle.

"You and your sappers will build barricades," he was told by the Army Commander. The defences on the approaches to the city are being built by General Khrenov. But we need fortifications in the city itself; I hope we may not have to use the barricades, but it's a good thing to have them just the same".

The Tiraspol Fortified Area had experienced engineers on its staff, who built not only pillboxes. When the Dniester threatened to overflow, they constructed dykes and dams. Kochenov assigned his men to different districts of Odessa where the people were already building barricades that had loopholes and narrow passages for pedestrians and vehicles. At first they had built three lines of such obstacles, but later increased their number to six—the first line being on the outskirts and the last near the moorings in the port.

No street battles were fought in Odessa, but at that time no one knew that they would not have to be.

As for Colonel Kochenov, he was soon given other duties, but about this later.

A state of siege was declared in Odessa at 7:00 p.m. on August 8 by the garrison commander, according to the decision of the Army Military Council. Special passes were introduced for entrance into and exit from the city; traffic and pedestrians were allowed in the streets from 6:00 a.m. to 8:00 p.m. Appeals to the population from the Regional and City Party Committees as well as from the Regional and City Soviets were pasted on billboards and walls of houses. They read: "Comrade, the enemy is at the gates of Odessa. . . ."

Those were bitter, painful, and alarming words for the people. Their faces grew stern and their pace quickened. Everyone understood that a state of siege meant that the front had come very close.

That day, however, the army staff heaved a sigh of relief, for it was becoming clear that the units of the Maritime Army were taking up their positions in an organised manner, preventing the enemy from driving wedges into their

battle formations. The sailors were particularly happy. A mood of elation at Naval Base HQ could be felt in any telephone conversation, even about the most ordinary things.

The Odessa sailors had prepared for the worst—for fighting the enemy alone or with the help of only a few units. They had been warned of such an eventuality by the People's Commissar for the Navy who demanded that they defend Odessa without support should there be no ground forces available.

Could this have happened? To judge this, one has to have an idea of the general situation on the Southern Front. One must remember how the 30th Division had been slashed and hurled back to the Bug, although, according to the withdrawal plan, it had to take up a line of defence near Odessa. One must also recall how another division—the heroic 95th—faced three enemy divisions, while withdrawing to its new line. Had this division wavered the enemy would have broken through to the approaches to Odessa not yet defended by our troops. In a word, one can appreciate the sailors' apprehensions as well as their joy.

Many years later Konstantin I. Derevyanko, now rear-admiral of the reserve, recollected how HQ of the Naval Base tried to estimate its available forces and possible reserves, distributing them, so far only on the map, along the perimeter of the defence lines closest to the city and attempting to determine how many days, including street barricade fighting, they could hold out against 5 to 7 enemy divisions. They had hoped that they might not be left all alone and now they rejoiced at the news that the main forces of the Maritime Army had not been hurled farther east and were not retreating to the city with the enemy on their heels, but were confidently consolidating on the lines of the Odessa defences.

The Army and Navy started the fighting for the city side to side. The 1st Naval Regiment took up its defensive sector at the Ajalyk Estuary. Six mobile coastal batteries of the Odessa Base took up their new fire positions, while the five stationary batteries turned their guns landwards. A squadron of the North-Western Area was formed from the ships of the base and ordered by the People's Commissar for the Navy to support the troops on land to the last shell.

The situation suggested that it was expedient to centralise the control of all available fire weapons. Colonel Ryzhi, in particular, advocated this step.

"We have very few aircraft and no tanks at all," he argued at army HQ. "The artillery is essentially the only force capable of supporting the infantry. All the more important, therefore, is to combine field, coastal and naval artillery, so that their fire can be concentrated where it is particularly needed."

Naturally, everybody agreed to this. The Artillery Commander's idea was also approved by the Army Commander. Ryzhi and his Chief of Staff Vasilyev easily reached an understanding with the artillerymen of the naval base. When the fighting on the distant approaches to the city started, all the coastal batteries were included in accordance with their calibre or other qualities either in infantry support groups or long-range fire groups under the command of the army artillery staff.

To some readers all this may appear quite normal. But before the war joint operations of the army and naval artillery such as was required at Odessa had never been envisaged, since no one had ever thought it would be necessary to defend large coastal cities on land. The problem so enthusiastically tackled by Colonel Ryzhi and his assistants was, therefore, quite new. Later, the system of centralised artillery control initiated and improved at Odessa was very useful at Sevastopol.

When the troops were taking up their new lines artillery HQ did not know how many field guns were available. This particularly applied to the 95th Division, because its artillerymen, while covering the infantry, had repeatedly delivered direct fire and could have suffered considerable losses. Fortunately, its artillery regiments and battalions had preserved nearly all their ordnance. It would have been pretty tough if they hadn't.

Colonel Ryzhi's calculations showed that the army had 303 guns (including the 45-mm pieces). This was not a great deal considering that the front, which later shortened, stretched for more than 150 km. It could have been worse, however.

There were also the 35 guns of the coastal batteries (the biggest of them were 180-203-mm pieces with a range of

up to 35 km). The naval support squadron numbered about 30 guns.

We still had no information as to the amount of artillery the enemy was bringing up to Odessa. There could be no doubt, however, that he had more than we had (later we learned that it outnumbered ours by 5 to 1). All the more precious, therefore, was each one of our guns.

Since the beginning of the war the guns now on the Odessa lines had already seen a good deal of action. Many of them had helped to hold the front for three weeks on the Prut and then on the Dniester. Some had taken part in the street fighting in Kishinev. Others had been literally carried in the arms of their crews through all the obstacles in the Kodry, the wooded Moldavian mountains.

I have already mentioned the foresight of artillery HQ. This time it sent artillery observers to the forward lines of defence held by the infantry regiments. The artillery came, as it were, closer to the infantry and was, consequently, in a better position to open fire in repelling enemy attacks.

Extensive manoeuvring of fire power was also envisaged, with each artillery unit supporting all units whose sectors it could reach. The support given by Bogdanov's regiment and the coastal batteries, especially after the front had shortened, came to be felt by practically the whole of the Maritime Army. Later, its significance will become clear. What I can say now is that sometimes it seemed not only to the enemy, but also to us that we had much more artillery than was actually the case, when, of course, we had enough shells!

The enemy strike group sent into the gap north of Tiraspol did not stay near Odessa, but went right on east. Apparently the nazi command intended to use in the main the troops of its ally Antonescu for storming the city.

It became clear that Antonescu had decided to ensure his success by superiority of numbers. HQ scouts kept reporting the concentration of new enemy divisions against our beach-head—the 3rd, 7th, 11th, 15th and 25th Infantry, the 1st Cavalry, one Guards and one border guard divisions, with other units on their way. By the middle of August the enemy had already concentrated eight divisions and two brigades, including one armoured brigade.

At that time the enemy did not doubt that he would speedily capture the city. Somewhat later a document of the Rumanian Command fell into our hands, which stated: "Odessa is to be taken by August 10, after which the troops are to be rested. . ." When we read it August 10 had already passed. But without knowing the exact date the enemy planned to capture the city we realised that he would probably try to break into Odessa while on the march.

I believe it was on August 10 that Army HQ was informed by telephone that a German transport plane had suddenly landed on the civil airfield. An officer and 15 men had jumped out of the plane and started firing submachine guns in all directions in an attempt to capture the airfield, apparently in order to make way for airborne troops. The men of an anti-paratroop battalion guarding the airfield reacted swiftly and finished them off.

A day earlier, near the Ajalyk Estuary, where our units were withdrawing to new lines, the nazis had landed about a company of paratroopers in the Red Army uniform. This sally was also nipped in the bud by our cavalrymen who happened to be nearby. These incidents were further reminders that the enemy hoped to overwhelm us—as it were—on the run.

At the front the enemy exerted pressure in various places in an attempt to find the weakest spots in the defences just being organised.

In the northwest, enemy pressure forced us to abandon the railway junction of Razdelnaya. In the east and north-east of the city, Monakhov's group was not strong enough to hold the line that included the Tiligul Estuary, in size and depth second only to the Dniester Estuary. By August 11 our defences were already based on the Ajalyk Estuary and then passed through Buldinka, Sverdlovo, Ilyinka, Chebotarevka, subsequently going farther away from the city, through Alexandrovka, Brinovka, Karpovo and Belyayevka to the Dniester Estuary.

That was how our lines took shape. It was going to be hard to hold them with our available forces, but it was probably possible. We were now in the comparatively brief stage of the defence of Odessa, which was later to be known as the period of battles on the distant approaches to the city. They were, however, only relatively distant.

On the right flank the distance from the forward line of defence to the city was less than 30 km. In the centre and on the left flank it was about 40 km and in some places a little more.

On the night of August 9, after reviewing the results of the day's fighting, Sofronov, the Army Commander, asked Vorobyov, Army Chief of the Operations, to stay.

A quarter of an hour later, Vorobyov, unusually excited, came to my place and said to me from the doorway:

"The Army Commander wants to see you."

I found Sofronov pacing the floor between his campbed and the table on which some maps were laid out.

He came to a standstill. "You can consider yourself the head of your department from now on," he said. "Vorobyov will take command of the 95th Division. Its present commander is only temporary, and he will be given a regiment to command."

I sincerely wished my chief and old comrade-in-arms the best of luck; the same night Vorobyov departed for the division together with Major I. I. Chinnov who was appointed his chief of staff.

Beyond Odessa part of the enemy forces which had broken through turned, as was to be expected, towards the sea. Even before the Soviet troops had to abandon Nikolayev and Ochakov the Maritime Army found itself cut off on land from the rest of the Southern Front, from the rest of the Red Army. This had occurred as early as August 10, and on August 13 the enemy consolidated his position on the coast in the area of Ajiaska.

I showed the Army Commander my map on which the line of our defences looked like a horseshoe, its arc cutting into the coast and its ends extending to the sea. The horseshoe was asymmetrical, concave on the right.

Sofronov studied the map a long time, immersed in thought. Then, putting the map aside, he began to issue orders calmly and in a low voice.

We had been prepared for this horseshoe on the map, for finding ourselves on an isolated beach-head.

THE ENEMY IS AT THE GATES

The population was not officially informed that Odessa stood behind the line of the main front and was cut off on land from the rest of the country. Nor did the Soviet Information Bureau hasten to make any official announcement. The City Commandant did not need to issue any new orders either, because a state of a siege was already in force.

Everybody knew, of course, that the city was encircled and that they were now living on a small patch of land. The people of Odessa, as a matter of fact, had begun to get used to this before the coastal tract was finally cut and the last telephone wire stretching to Ochakov through the naval outposts on the coast was severed. The trains had ceased coming and going long before that, while some of the trains that had left returned.

The word "Mainland" was used more and more frequently. It came to signify all that lay beyond the two lines of the front—the nearby, Odessa line, and the other, main line that continued to become more distant.

Only the sea connected the city and our army with the Mainland. There were also air routes, but they could be used to a very limited extent. Moreover the sea route to the Crimea and the Caucasus was far from safe.

Our sailors were not really afraid of the blockade of Odessa port, because as yet the enemy had very few warships. Still, our ships were being attacked by enemy aircraft both at sea and in the port. Ships carrying cargo had to be organised into convoys and escorted by our warships. The Odessa Base and the Black Sea Fleet had to organise special convoys because they became more necessary with each day that passed.

The port that had seemed half-deserted in the spring was now working intensively. Factory equipment that was not needed for defence continued to be evacuated inland. Everything that had not been sent east by rail was now being loaded onto ships.

Hundreds of idle locomotives that the country greatly needed had accumulated on the sidings of the Odessa railway junction. The sailors managed to send them, too, to the Mainland; they drove the locomotives into floating docks which were then towed away. The supply units and hospitals of the neighbouring armies that had joined us when the enemy had breached the front also had to be evacuated.

There was a shuttle service of 20 or 25 transport ships between Odessa and the ports of the Crimea and the Caucasus. Dockers often worked during air raids so that the ships could be turned round more swiftly. As they became more familiar with the workings of the nazi aircraft, the convoy service frequently altered the sailing schedules of the transport ships. And, although some ships were damaged, the shipping losses were at first not particularly heavy.

The loss of the transport ship *Lenin* carrying civilians, including many children, to Novorossiisk was the first serious casualty.

The stern words in the appeal of the city organisations, already familiar to everyone, reminded the citizens that the enemy was at the gates of Odessa. Towards the middle of August he was not only at the city gates, but was making increasingly furious attempts to break through. Fighting was in progress in the west, near Belyayevka, in the north of Odessa, on both sides of the Tiraspol Railway, and at the Ajalyk Estuary.

The onslaught at the front was accompanied by provocations of nazi spies. Confusing information that paratroopers had landed in various places began to come in on the night of August 11. Nobody knew who was giving such information. Anti-paratroop battalions were alerted, but no paratroopers were anywhere to be found; evidently enemy agents had switched in on our communication lines and were trying to cause panic.

Despite all this the general atmosphere became more calm, because things had become clearer and more definite.

We were now certain that although our defences were not strong in depth (we actually had only a single line), they were at least continuous, without any breaks or gaps. Our communications with the new command posts of our units were fairly good. As a rule, army HQ learned about the events on the firing line in good time. If everything runs smoothly in an army, an encirclement is really not so terrible. After all anything is likely to happen in war.

General Vorobyov reported to the Army Commander that he was satisfied with the state of the 95th Division now under his command. The Command Post of the 95th Moldavian Division was now near the station of Vygodna. Taking up defences in a 25-km zone in the most important direction—for the enemy was likely to consider it the most suitable area for a breakthrough to the city—the division had consolidated its position and at the same time repelled enemy attacks that began the following day.

The Chapayevites were also staunchly defending their zone. On August 12 they destroyed seven nazi tanks near Belyayevka. We could not but think about either of the two divisions—the 25th and 95th—without a feeling of pride. After seven weeks of continuous fighting on the Prut, in Moldavia, on the Dniester, from which they were the last to withdraw, they took up defensive positions near Odessa, not exhausted, but hardened by fire, and they reliably covered the city.

We were no longer anxious about the cavalry division. We had for a long time nursed the hope that we might re-establish contact with the 9th Army with its aid, but later on we were afraid that the cavalry advancing far into the steppe—all the way to the area north of Ochakov might, like the 30th Division, be cut off.

The last to break through to Odessa from the east was F. S. Blinov's 5th Cavalry Regiment, with mounted squadrons in front and the machine-gun carriages providing cover. On the march the regiment had routed a German unit that had already reached the sea and had settled in a village for the night. General Petrov met the regiment in Sverdlovo. On learning from Blinov that the regiment had crossed the Tiligul Estuary over the dyke without any losses the overjoyed general embraced him.

Two days earlier the cavalrymen of this regiment had had a battle with nazi tanks. Their 45-mm battery went into action and damaged two tanks. After spending the night in the damaged tanks and realising they could not be rescued the tank crews surrendered.

These were the first enemy tankmen taken prisoner near Odessa; moreover, they were not Rumanians, but Germans. When General Petrov arrived, he found that the commander had assembled the regiment and in the presence of the prisoners was addressing the cavalrymen. He told us this later, when he was at HQ, and said:

"The Germans were terrified, astounded. They apparently expected to be torn limb from limb. Meantime the commander of the regiment kept pointing his finger at them and saying: 'Look at these runts, lads; take a good look at them, and tell me if we can't give such bastards a thorough beating.' Blinov turned out to be a fine speaker. He was one of Budyonny's men. In the Civil War he fought in Gorodovikov's 4th Cavalry Division."

The representatives of HQ and the political department were returning from the divisions and regiments; they had seen to it that the troops take up new defensive positions and establish communication between neighbouring units. The information on the situation and the state of the units was becoming increasingly complete. It was high time we sized up the situation and, on the basis of the actual conditions, worked out the most convenient system of controlling the defending units.

This system was, in fact, determined by the curved forward line of defence and the general character of the terrain. Our front was cut by the Odessa estuaries and deep ravines, which ran from north to south. They hampered manoeuvring with reserves along the front and restricted the cooperation of adjacent units. The specific conditions, therefore, suggested that the Odessa beach-head be divided throughout its depth into sectors rather than belts of defence, with their own commanders and staffs responsible for definite directions.

On August 13, Army HQ submitted a proposal to the Military Council, to form three sectors—Eastern, Western and Southern. That same day this proposal was put into

effect by order of the Army Commander. The order instructed the troops to fortify their positions and prepare them for protracted and stubborn defence.

The Eastern Sector included our right flank all the way to the Khajibei Estuary. It was headed by Brigade Commander S. F. Monakhov who, in fact, was already in command of all the units in this direction. This sector comprised the 1st Naval Regiment, a composite NKVD regiment, the 54th Razin Regiment of the Chapayev Division, which had remained there ever since we had used it to cover the flank, exposed at the time, and a battalion of the 136th Reserve Regiment.

On the Western Sector the forward line ran along the arc from the Khajibei Estuary to Sekretarevka coinciding with the line held by the 95th Infantry Division whose Commander V. F. Vorobyov assumed command of the sector.

The troops on the Southern Sector, on the extreme left flank of our horseshoe-shaped land front, were given the task of holding the defence line down to Karolino-Bugaz at the mouth of the Dniester Estuary. Colonel A. S. Zakharchenko, the Commander of the 25th Chapayev Division, who had two infantry regiments under his command, was responsible for this direction. Like the other units of the army they were reinforced by machine-gun units from the Tiraspol Fortified Area.

When the sectors were formed the cavalry division was withdrawn together with the pontoon battalion to the reserve. The naval base had its own small reserve consisting of the 2nd Naval Regiment which, however, was soon used to reinforce the 1st Regiment.

The first Odessa armoured train (officially known as Armoured Train 22) which had just been completed, constituted the mobile reserve of Army HQ. It had been built at the January Uprising Factory, famous in the city for its revolutionary traditions.

The workers, remembering their experiences during the Civil War, armour-plated an ordinary goods train with sheets of ship's armour. An old worker, G. G. Kolyagin, undertook to supervise the job. It was said that at one time he had helped equip sailor Zheleznyak's legendary armoured train and actually on the same factory siding where the

first armoured train of the Odessa defences had been constructed.

The crew consisted mainly of volunteers from this factory. V. R. Vyshinsky, Secretary of the Kotovsky District Party Committee, became the Commissar of the train.

To return to the sectors, however, we did not attempt to make them equal either in extent of the front or in the numerical strength of the troops. The boundaries of the sectors were in large measure determined by geographical considerations. Subsequent events showed that the three sectors of the defences corresponded to the three main directions of the enemy's attacks.

By dividing the front into sectors we could make more effective use of our fire power. After a detailed discussion at General Shishenin's we adopted a scheme for distributing the weapons, worked out by the artillery staff.

Both infantry divisions were supported primarily by their own artillery regiments, as well as by two battalions of Bogdanov's regiment and a group of coastal batteries. Since we had reason to expect the main attack to be made first in the Western or Southern Sector we allocated artillery there twice as much as in the Eastern Sector, where the only field artillery unit was the 134th Howitzer Regiment which had to be divided into battalions and even batteries and so assigned to various infantry units.

But in an emergency the Eastern Sector was to be supported by the fire of the Bogdanovites. Moreover, the 412th Battery, one of the most powerful coastal batteries of the Odessa Base, was on the right flank, in Chebanka. It supported the naval regiment during the very first day of its combat operations, on August 12. Lastly, the whole squadron of artillery ships could have been used in this direction since the lines of the other sectors were still very far from the sea.

By distributing the fire power among the sectors the artillery staff could manoeuvre with the trajectories within the whole beach-head. Each sector was given a code colour so that if, for example, a battery received an order over the telephone beginning with the word "green", this meant the troops of the Eastern Sector were to be given fire support. Then came the number of the section to be subjected to successive concentrated fire or a standing barrage, and within a few minutes the guns could be turned wherever necessary.

The prewar manuals recommended each battery to have 3 to 4 prepared fire sectors for defence. At Odessa the number of our "prepared fires" reached 12 to 15 per battery (at Sevastopol this number was even larger). Although our available artillery was insufficient to support all the troops simultaneously, the artillery commander was in a position to concentrate the fire of many batteries on any particular narrow sector of the front, provided we had the shells.

But that was just it. We experienced serious difficulties with shells. Some days the field artillery used more than the allotted daily quota otherwise it could not have stopped the enemy. Moreover, during one enemy air raid we lost several truck loads of shells at the Zastava station. About August 11, when we added up all our reserves, we found that, if we did not resolutely cut down on the expenditure of ammunition, it would last us only two or three days. Our stock of 122-mm shells was running out. Things were also in a bad way with 76-mm shells, which we needed the most.

The Military Council had to ration the shells very strictly and put many batteries on minimum rations. Of course, we hoped to get shells in the very near future, but the regular supplies to the army from land, now severed, were not yet arranged by sea.

The organisation of the sectors made Odessa's defence stable and efficient, and was aimed at holding the beach-head firmly and for a long time—as long as might be necessary.

The decision to organise several new fortified positions in the army rear was also very important. In its final form the scheme adopted envisaged an 80-km forward defence zone, a second and additional forward lines in the western and southern directions, then a 50-km main zone, which also had a second line, and, finally, a line covering the city beyond which were fortifications within the city limits.

The forward zone was based on the Bolshoi Ajalyk and Dniester estuaries, 20-25 km from the outskirts of Odessa. The main zone was 8 to 14 km from Odessa, its second line—6-8 km from the city.

Major-General A. F. Khrenov, Commander of the Southern Front Engineer Troops, who had arrived in Odessa at the beginning of August, personally supervised the construction of the new defence lines. Nine engineer and

13 construction battalions were placed at his disposal. Thousands of citizens of Odessa helped to build the fortifications. Very often all the workers and staffs of factories and institutions, including directors and Party secretaries, took part in the work, especially within and near the city limits.

Some of the tank destroyer battalions formed in Odessa were already on the front.

I remember the first report received at army HQ, stating that on August 11 the battalion of the Ilyichevka District, which was holding defences at the railway running to Voznesensk, had driven an enemy unit out of its trenches. The men had crawled through a field of standing wheat to the enemy positions and suddenly appearing in front of the trenches charged the enemy with hand grenades.

This was how yesterday's peaceful people of the lively southern city received their baptism of fire and became soldiers. In August, before the arrival of replacement battalions from the Mainland, the Odessa volunteers, who were gradually incorporated in regular units, provided the main reinforcements of the Maritime Army.

New units were continuously being formed in the city: they included local air-defence teams and reserve fighting detachments belonging to industrial enterprises. Many women enlisted in these units. Girl students and working women also enlisted as nurses and signallers, although later many of them became snipers and machine gunners. Special mention of the courageous Odessa girls who distinguished themselves in the fighting for their city will be made later.

The Bureau of the Regional Party Committee mobilised and sent to the political departments of the Maritime Army and the Odessa Naval Base hundreds of active Party workers for political work. It was now rather hard to find people of this kind in the city because two-thirds of the Odessa Party organisation had gone to the front even before the beginning of the siege and many specialists had been evacuated from the city together with their enterprises.

To get an idea of how the troops needed tried and tested Party leaders, we must recall the role of commissars, political instructors and Party organisers during difficult times. Of all people, they could think of no other place to be than on the front in the forward-line trenches or with the first lines of soldiers to engage the enemy. Many a time the

enemy onslaught was repelled at different sectors of the front because at the decisive moment the commissar, the political instructor or just a Red Army man, a member of the Party, inspired the men to counter-attack, often at the cost of his own life.

In war a good deal depends on the conviction that the enemy can be beaten—his resistance overcome in defence and his advance stemmed. Not in general, not at some time, but now, on this particular line. When there is actually nowhere to retreat the soldiers need this conviction as much as the air they breathe.

Some time before the fighting came close to Odessa the Military Council of the Maritime Army discussed how to overcome the men's fear of tanks. The helpless feeling that had gripped the men, unprepared as they were for mass nazi tank attacks during the first weeks of the war, persisted even in August. Yet tank attacks were to be expected at Odessa and something had to be done to prevent confusion and panic.

The Military Council decided that it was not enough merely to insist that the devil was not as terrible as he was painted. Some of the soldiers, particularly those who had never encountered tanks in battle, had to be shown how they could be destroyed.

A group of Red Army men and NCOs were recalled from different units for several days. As far as possible they were picked from each company. The HQ Department of Combat Training then organised practical training in anti-tank warfare.

At that time we had no antitank rifles, nor any antitank grenades. However, more effective hand grenades that could be used against tanks began to be manufactured in Odessa. Incendiary bottles also appeared. True, as yet they had no igniters. Before throwing such a bottle its plug had to be removed, replaced by a piece of tow soaked in petrol and then lit, which required a certain skill. It was, therefore, all the more important to show the men what this new weapon could do.

At the training range the "students" threw grenades and incendiary bottles at damaged tanks brought there for that purpose. The men were greatly inspired when they saw the

"invincible" tanks catch fire and when well-aimed grenades thrown from the trench twisted their tracks out of shape. The trainees also sat in a trench, while a roaring tank crawled over it, deafening them and covering them with earth. Such a "working-in" was, of course, not very pleasant, but after it a man was no longer afraid of letting an enemy tank get over his trench in order that it might then be hit from behind.

The men who returned from the training range to their battalions and companies in their turn became instructors. They now knew that the fascists could be destroyed even if they tried a tank onslaught; they passed on this knowledge to their comrades. An instruction book written by the Army Political Department describing in simple terms the methods of fighting tanks was also very useful.

Artillery remained our main antitank force. But no batteries can help to hold a line of defence if the infantry wavers in a tank attack and begins to withdraw. In our circumstances, with defences that were not deep enough, this was particularly dangerous. The first order issued by Vorobyov to the 95th Division read: "I warn all personnel that no one may leave the trenches when tanks appear. Everyone must remain where he is and destroy the advancing tanks by throwing bundles of grenades and incendiary bottles."

By this time the glassworks had started to produce incendiary bottles with igniters, which were much easier to use. An appeal to the soldiers on the wrappers read: "Comrade, this bottle and igniter were made in Odessa. Do not let the enemy into our city. Destroy a tank!"

Until the middle of August only small groups of enemy tanks appeared near Odessa, apparently there were not very many of them there yet. Nor were they able to break through any of our positions.

While his attacks in the centre of our defences, in the zone of the 95th Division continued, the enemy intensified his pressure against our flanks, especially the right flank.

The 412th 180-mm Battery (the coastal guard still had enough shells) continued to support the 1st Naval Regiment. Colonel Ryzhi, however, did not think this support adequate and for the first time added two batteries of Bogdanov's regiment.

The thunder of artillery salvos could also be heard from the sea. The destroyers *Shahumyan* and *Nezamozhnik* and

the gunboat *Krasny Ajaristan* were shelling the coast. For the first time since the beginning of the war (excluding the operations of the flotilla on the Danube) the ships were giving direct artillery support to the land forces on the maritime flank of the front. The war was developing in such a way that the main targets of the naval artillerymen at least on the Black Sea were not enemy ships, but enemy infantry and tanks, the forward line and nearest supply services. And this was first done in Odessa.

There were air-raid alerts three or four times daily. Groups of enemy aircraft broke through to the port and residential areas. But we, too, attacked the enemy from the air and now no longer with fighters of the only air regiment of the Maritime Army, which more and more often acted as attack planes. Some thirty Pe-2s, which had flown in from the naval airfields in the Crimea, appeared over the positions of the enemy troops near Odessa and over their supply echelons on August 13.

The main result of the first days of the defence of the isolated beach-head was that the enemy attacks were being repulsed with increasing confidence. We were particularly satisfied with the staunchness of the 95th Division because, according to all information, the enemy had concentrated his largest forces against it.

The stable situation in the Western Sector was the best reflection of the change in the Maritime Army's front which was then taking place, or, to be more accurate, had already taken place. The enemy had been halted, his plans to take Odessa while on the march had failed. The defence of the city, which had remained a Soviet islet in the enemy rear, had survived its first ordeal.

We were unable to establish direct communication with HQ of the Southern Front in order to transmit our combat reports. The reports were being sent in a roundabout way—through the radio station of the Odessa Naval Base to Sevastopol and thence farther on. As a matter of fact, we did not know where the Front HQ was. It had moved from Voznesensk several days before to Nikolayev, which was, according to information from our sailors, now under German artillery fire.

On August 15 we received, also in a roundabout way, through Sevastopol, a telegram from General of the Army

I. V. Tyulenev requesting us to convey his appreciation to the heroic defenders of Odessa.

The telegram impelled the Commander and Military Council of the Maritime Army to issue an order, somewhat unusual for that time—lofty and solemn both in word and spirit. The order read that the troops who, together with the Black Sea Fleet, were defending the gem of our South—Odessa—were performing their combat mission with honour by holding their lines and inflicting heavy losses on the enemy. It reminded the troops of the glorious traditions of the Red Army and said that at Odessa we were fighting for the same cause as the defenders of Petrograd, Tsaritsyn and the Urals had done in the Civil War; it also emphasised the enormous responsibility of the Maritime Army to the Bolshevik Party and the Soviet people.

“Not one step back. Under no circumstances must we retreat. Not a single fascist barbarian must set foot in Odessa,” was the Military Council’s appeal to the officers, men and political workers.

These were no mere words. The Military Council knew that the troops had of late gained confidence in our ability to stop the enemy, despite the unfavourable correlation of forces and all the difficulties.

I no longer remember which officer of the operations department in some quiet hour said dreamily and not too confidently:

“And now perhaps we can even take a bath. What do you say, Comrade Colonel?”

“That would be great!” Captain Kharlashkin responded gleefully and then in quite a different tone added: “As long as there is still enough water.”

We didn’t feel like joking. Belyayevka with the pumping station that supplied Odessa with water from the Dniester had been very near the front for some time. Any worsening of the situation in this sector could have serious results. An order of the garrison commander to ration water to the population from courtyard hydrants had been published in the local newspaper as early as July. Rationing had not yet started, but people had been told about it beforehand so that they would know what to do if the city experienced a water shortage.

Yet the suggestion about a bath was quite natural, as we had managed with cold showers in HQ for some time. It had not been possible to leave HQ to attend to personal matters for many days.

"Why, of course," I answered. "Perhaps this is just the time. Only not all at once."

I had both a bath and a trip to the port. Near the port I saw signs of the latest bombing—a house with a corner blown off, a wall pitted by shell splinters, debris still lying around. . . . In another place there was just a pile of yellow stones, sand and iron structures; a high explosive bomb had hit a house built of light Odessa sandstone which nature had not intended for such shocks.

I stopped my car and approached a group of women standing near the adjacent house.

"Were many people killed here?" I asked.

"In this house?" one of the women asked in leisurely tones and nodding towards the ruins said: "I heard there were about ten killed. The rest were in the shelter. Some were killed in the next house, too, and lower down you can say in every house. We're near the port, so no wonder we get it."

Other women joined us, asking questions.

"It's all right as far as we are concerned, Comrade Commander, but what about the front?" one of the women, probably more bold than the others, asked. "It seems too quiet today. . . ."

"We're holding the front," I answered.

"Will you surrender Belyayevka?" another woman asked pushing forward.

In the yard I could see a hydrant; people were going to it, with buckets. I could hear the water gushing out of the pipe. It was terrible to imagine a southern city without water on such a hot day. But I was unable to assure them that Belyayevka would not be abandoned; these women had to be told the truth. And I told them what I thought:

"We will do all we can not to surrender it."

"But if they capture it anyway, what then?"

This was possible, and the women were apparently as aware of it as I.

"Then we'll drill wells and will have water anyway. Even if we ration it there will be enough to go around."

"My goodness!" a woman, who until then had been silent,

exclaimed. "How many wells will we need to give Odessa enough water?"

"We'll drill as many as we'll have to."

I was glad I could say that with sincerity. The army and city engineers had already drawn up preliminary plans. We were certain that our engineer units could, if necessary, drill enough wells quite quickly.

I was awaited in the port. Taking leave of the women I turned towards my car. The boldest and most outspoken of them, the one who had asked me about the situation on the front followed me, saying in a ringing voice:

"In our city, Comrade Commander, we are not afraid of anything. And we won't leave Odessa, because we were born here. But don't you leave us either."

A casual meeting in the street and a short talk, but it was unforgettable. Had it occurred to these ordinary Odessa women two months earlier that they would find themselves in a city besieged by a rabid enemy? But there they were, and they were not afraid of either the bombings or possible water shortages.

What a terrific responsibility we, servicemen, had to them.

CERTAINLY WE CAN FIGHT!

Our right flank kept us worried. The enemy was becoming increasingly active there. It was very likely that, in meeting the strong resistance of the 95th Division, the enemy would try to break through to Odessa from the northeast.

The front was 15 km from a cape marked on the maps with the letter "E", the North Odessa Cape, from which the port could be clearly seen. The loss of this cape would have placed both the Maritime Army and the city in a most serious position, enabling the enemy to deliver fire directly at the harbours and moorings.

Yet the defence in this direction was less efficiently organised than elsewhere. This sector lacked a strong, full-blooded division. The Eastern Sector was defended by three unequally trained regiments, and small units. The positions of the regiments and battalions were divided by estuaries and deep ravines. Such terrain with its characteristic defiles is generally more favourable to defence than the flat steppe in the Western Sector, but here it separated the neighbouring units, a situation that is usually fraught with danger if the forces are few and some units are not yet well organised.

On August 15 there was furious fighting in the Eastern Sector the whole day. Buldinka, a large village on the Ajalyk Estuary, changed hands several times. The enemy, who had driven a wedge into our defences, was there in the morning, but in the evening the village was in our hands again. The infantry was supported by destroyers and gunboats, but the situation was restored only at the price of considerable losses.

At night, when Shishenin and I were at the Army Commander's, Sofronov studied the map for a while and said to me:

"I think you ought to go to Monakhov in the morning and see for yourself what is happening there. I'm afraid we may overlook something. There," he nodded towards another map just brought in by HQ scouts, "seems to be another division in the second echelon. And what's more, it's a German division. There must be a reason for it. Have some sleep and get on your way; be back in the evening."

I went to the Eastern Sector with Major N. A. Vasilyev, Chief of the Artillery Staff, and Lieutenant-Colonel N. S. Grabarchuk, Deputy Commander of the Army's Engineer Troops. At first we went to Luzanovka, the famous beach which until recently was the favourite resort of the Odessites. Now Brigade Commander S. F. Monakhov, Commander of the Eastern Sector, had his Command Post there.

As I had to make an on-the-spot assessment of the existing situation I considered the recent developments in that sector. In my mind's eye I could see the front line with all its curves, familiar to me from the map, down to the last detail.

On the left was the 54th Razin Regiment which, two weeks before, had to be detached from the 25th Chapayev Division, which was holding defences in the Southern Sector. The regiment was holding its ground, but on its section things were quieter than in that of its neighbours—the border guards and sailors.

The border guards were actually a composite NKVD regiment. We called it that because the main core of the regiment was the 26th Border Guard Detachment (subsequently the regiment was known by this number). Regimental Commander Major A. A. Malovsky, former Chief of Staff of the detachment, was also a border guard. He was a man of initiative, persistent and capable of quickly taking stock of a situation.

On August 10, the regiment was advanced to a defence line, as yet not organised, between the Ajalyk Estuary and the Odessa-Voznesensk Railway; a day later Malovsky had ready almost standard trenches, antitank obstacles and his own intelligence.

There was good reason for the border guards hurrying to consolidate, for the next day enemy infantry and tanks at-

tacked them in marching formations. The very first engagement of this regiment produced its heroes.

The regiment called on the coastal batteries to fire on the attacking enemy. On the right flank five enemy tanks came very close to the trench occupied by Lieutenant Vikhmyanin's platoon. The border guards used hand grenades and incendiary bottles. In a savage battle the platoon lost its commander, his assistant, Political Instructor Khudoshin, and many men. But the enemy went no further: four of his five tanks were burnt out and the infantry that followed them retreated.

Malovsky's regiment continued to hold out staunchly; this was noted in the daily records of the Sector HQ.

Closer to the sea were, as they were supposed to be, the sailors of the 1st Naval Regiment. Theirs was an arduous baptism of fire on land. They were assigned to a maize field where they immediately had to repel one attack after another. And, although they were courageous and valiant—it is easy to imagine how determined the sailors were to defend their base—they had apparently hardly been trained to fight on land. At any rate, the information reaching HQ indicated that the sailors were having a hard time of it, and we were particularly concerned about that area. It appeared that even the battalion and company commanders of the regiment, taken from coastal batteries and antiaircraft units, had very little knowledge of infantry combat tactics.

A day earlier the staff of the naval base had on its own initiative replaced Major V. P. Morozov, the first commander of the regiment. Y. I. Osipov, also a naval officer—Quartermaster 1st Class, who had up to then headed the supplies system—was appointed in his place. I did not know very much about Osipov. It was rumoured that he had insistently requested a command post at the front and that he had been Rear-Admiral Zhukov's friend since the Civil War.

At the Command Post we found Brigade Commissar Akselrod, Military Commissar of the Sector, and Lieutenant-Colonel Sysoyev, its Chief of Staff. Brigade Commander Monakhov was somewhere among the troops. Sysoyev reported that fighting for Buldinka had been resumed and that the new enemy attacks had been preceded by a more intensive artillery preparation and bombing than the day before. All that was to be expected. And, of course, the

enemy's attack was not only aimed at Buldinka—he wanted to reach the sea.

We did not intend to stay at the Command Post long, but it was essential that Major Vasilyev discuss with the Artillery Commander of the Sector the question of increasing the fire support of the troops in the decisive area. I personally wanted to have a heart-to-heart talk with Grigory M. Akselrod whom I had known since Bolgrad as an observant and thoughtful political worker. First of all I wanted to get his opinion of the situation in the naval and border guard regiments.

"The people in both regiments are heroes", said the brigade commissar. "There are many Communists in both regiments; the rest of the men are nearly all members of the Komsomol. But the two regiments differ greatly. The border guards have, in addition to their courage and stamina, a good knowledge of tactics. As for the sailors they simply want to rush the enemy. Sometimes it works and sometimes it doesn't. And even when it does, they suffer heavy losses. They had enough time to dig in as well as the border guards, but they just wouldn't. They simply scorned it. That's their way of showing they don't fear the enemy. I personally brought ten sappers to them from the Razin Regiment as instructors and warned them that, if they didn't dig in properly during the night, they would have themselves to blame. It helped—they did".

Akselrod believed that it was necessary at the very first opportunity to reinforce the junior command personnel of the naval regiment with experienced army officers. The company commanders of the regiment led their men into the counter-attacks from a kilometre away and did many other incongruous things. Many platoons of sailors were under the command of naval petty officers who had no knowledge of land tactics at all.

HQ knew all this, but where could it get other commanding officers?

"And what do you think of the new regimental commander?"

"Osipov?" Akselrod livened up. "Now that he is here I hope things will improve. He has fought on land both as an ordinary soldier and as an officer. Yesterday, when I made his acquaintance, he told me that in the Civil War he had

commanded a landing detachment on the Volga and then the Birsik Regiment. He has fought at Kazan and Tsaritsyn. Generally speaking he is an interesting person—an old Baltic sailor from the cruiser *Ryurik*. He seems to be a man of iron. True, he hasn't got a military education. That's why he is simply a quartermaster. He should be given another rank, now that he has been entrusted with a regiment. I think Osipov and Mitrakov, his commissar, are well-matched. Mitrakov is also a determined and courageous man," the Brigade Commissar concluded.

Soon I met Osipov and Mitrakov in the area of the naval regiment.

The commander was supervising the fighting from his forward Command Post. By that time the enemy had again captured Buldinka and was trying to break through to the village of Shitsli. There was nothing remarkable about the village, but it was located in a wide ravine which made it possible for the enemy to advance to Chebanka where a heavy coastal battery had been placed. Perhaps it was because the enemy was counting on a breakthrough that his cavalry had appeared there that day.

Battalion messengers—quite out of breath—kept running to Osipov through the maize field. The telephone was out of order—the wire was cut somewhere. It would not have been surprising if a commander, especially a new one, betrayed his agitation in such a situation. But Osipov listened to the reports and issued orders quite calmly. So calmly, in fact, that it could be only natural and not affected. Akselrod's words about his iron character came back to me; the Brigade Commissar was apparently right.

Osipov looked about 50 years old. He had a rather muffled voice and a deeply furrowed face, not simply because of his age, of course, but also because he had lived a life full of troubles and anxieties. His physique, however, was not that of an old man. His belted khaki tunic with three bars in each tab fitted him well.

I noted that although the old sailor probably preferred everything naval nevertheless he had changed into an army uniform. His men, however, wore naval uniforms. Their blue flannel shirts and bell-bottomed black trousers had turned grey with the steppe dust. A naval uniform is not meant for trench life. And that was probably one of the reasons why

the sailors suffered greater losses—men in dark clothes can be clearly seen from a distance.

Osipov had only one request to the Army HQ: he wanted a little more fire. The troops of the Eastern Sector were supported by the fire of both the coastal and naval batteries. But here they had insufficient field artillery whose short-range fire was more effective. Moreover, it was necessary to save shells. Their shortage now limited manoeuvre with fire between the sectors. The howitzer battalions of Bogdanov's regiment had been withdrawn to the rear two days earlier because they had completely run out of 122-mm shells.

There was no need, however, to explain this to Osipov who himself had recently come from Base HQ. I assured him that the higher military command had been fully informed of the situation regarding ammunition supplies. Since normal communication with the Front HQ had been disrupted the Army Commander asked the Black Sea Fleet Command to help with shells. News had already been received from Sevastopol that a batch of shells was being sent by the fastest ships.

The fighting at Buldinka proceeded with varying success. In restoring the situation on one sector, the sailors drove almost a whole enemy battalion into the estuary.

"Let them take a good bath," said Osipov on hearing about it.

He reacted to good reports with restraint, saying little, but the eyes on his wrinkled face grew bright.

Apparently, it was the initiative displayed by the sailor, Semyon Klimenko, that had led to the recovery of previously held positions near the estuary; carrying a light machine gun, he crawled across the maize field to the enemy lines and, opening fire suddenly, killed many soldiers; what was even more important, the enemy panicked. The sailors took advantage of this and without giving the enemy time to recover, counter-attacked.

Sailor Klimenko, who returned to his company unscathed, undoubtedly deserved a decoration. And yet one gained the impression that at times the men left their positions too recklessly and then had to fight in order to recover them. Lieutenant-Colonel Grabarchuk discovered glaring organisational shortcomings, which confirmed the sad fact that the sailors could not and did not like to dig in, doing so only under pressure and not too well.

Osipov was undoubtedly aware of the dangers of this approach to the basic tenets of defence. Naturally, in less than two days of continuous fighting he could not possibly attend to everything in his regiment. But this commander inspired faith. Despite the complexity of the situation in his area, which was being attacked by a whole enemy division, I began to feel that soon we would not need to worry about his regiment so much, provided Osipov managed to deploy his forces before the enemy increased his pressure.

In the border guard regiment those who had no helmets wore green service caps. They were just as proud of these caps as the sailors were of their uniform. The men liked the words ascribed to their commander: "Let the enemy fear the very sight of our caps!"

Major A. A. Malovsky was almost 20 years younger than Osipov. He also differed from him in temperament for he was lively, cheerful and spritely. He had graduated from the Frunze Academy a year before the war, and although he had only been in command of the regiment about a week, had already made himself quite at home. This was probably because of his ebullient youthful energy and the fact that he was surrounded by many people he had known for a long time. The major had previously served with M. G. Kudryashov, his Chief of Staff, and all his battalion and company commanders on the border.

From the way in which Malovsky reported on the situation in his area, and his keen observation of details, it was easy to see that this young major was one of those commanders who managed to be everywhere and see everything for themselves.

Not far from the dugout of the regimental Command Post stood a camouflaged motorcycle.

"It's the commander's steed", Kudryashov, his Chief of Staff, explained when we were passing by and added: "the major wants us, too, to ride it and teaches us whenever we have time."

On the whole, the NKVD regiment proved to be as I had expected to find it. The men's attitude to the line of defence was the same as to the state border which had to be kept firmly closed. The border guards had quite an area to defend—about 14 km of front. But this regiment numbered

more men than any other regiment in our army so that it also had a good reserve (which was soon needed not only by this regiment and not only by the Eastern Sector).

On many subsequent occasions the officers of this regiment were detailed to other units. All in all, and taking into account, of course, promotions from the ranks of sergeants, this regiment supplied more than 100 company commanders and platoon leaders, and three new regimental commanders.

Vasilyev, Grabarchuk and I also visited Colonel Svidnitsky's 54th Razin Regiment. We reached the left flank of the Sector, where, owing to natural conditions, there was the most isolated stretch of the Odessa defence on a narrow isthmus between the Kuyalnik and Khajibei estuaries.

Vineyards of the collective farms spread over the isthmus, smelling of wormwood and mint. Estuaries as blue as the sea were on the right and left of the isthmus. The bank of the Khajibei Estuary was high and steep, that of the Kuyalnik Estuary sloped gently towards the water. Fishermen's flat-bottomed boats lay overturned at the water's edge just as in the days of peace.

Crossing the front line, the estuaries stretched far into the enemy lines. Clearly they were convenient for scouts and small sabotage groups and had, of course, to be utilised. We could anticipate that the enemy would do likewise. But the main thing was—what was the enemy likely to do on the isthmus itself?

Behind us smoke was rising from the Peresyp factory chimneys as though to remind us of how near the homes of Odessa's workers were. The enemy attacks from the east were calculated, in the event of success, to effect a breakthrough to the city between the Kuyalnik Estuary and the sea. In that case we would be forced to blow up the dyke and flood the Peresyp (the water level in the estuary is higher) and evacuate the inhabitants. An attack was also possible in the defile between the estuaries on this hitherto quiet isthmus, with water on either side.

Here the defences were held by a battalion of the 136th Reserve Regiment supported by the batteries of the 134th Howitzer Regiment. Major Vasilyev devoted particular attention to the artillery on the positions held between the two estuaries and attended to every detail. He seemed to have a presentiment that on his next trip to the Eastern Sector ten

days later he would have to assume for several tense hours the command of this area. I shall not, however, forestall the events, for they occurred during the critical days at the end of August and must be dealt with separately.

We returned to army HQ convinced that the fighting for Buldinka and Shitsli was the beginning of more important events in the eastern direction. There was no guarantee that this would not become the direction of the main attack against Odessa.

Of course, the enemy had fewer troops here (including even the second echelon) than in our Western Sector. But this in itself was irrelevant because the general character of the terrain made it possible to manage with a smaller force and the width of the dyke between the Kuyalnik Estuary and the sea, at which the blow could be aimed, was not more than two kilometres.

Upon my return I immediately reported the situation in the Eastern Sector to Major-General Shishenin. While listening to me, the Chief of Staff as usual made short notes in his notebook. He could listen without interrupting with either questions or remarks. But when he raised his head from the notebook his eyes seemed to say: "Go on, continue, this is all very important and I have plenty of time to jot it down."

General Shishenin wanted to know as much as possible about every sector of the front. It was precisely attention to the smallest essential details of the situation that could, at least in some measure, compensate for the shortage of forces and reserves and safeguard army HQ against fatal mistakes under the conditions obtaining in Odessa.

On this occasion Shishenin's usual attentiveness also revealed his self-control as a chief of staff. For while we were in the Eastern Sector, the situation had suddenly changed for the worse in the Southern Sector, particularly on its right flank, at the junction with the Western Sector.

At about noon on August 16, enemy infantry and tanks had attacked the positions of the 287th Regiment of the Chapayev Division, and breached its defences at the village of Kagarlyk. This constituted a direct threat to both Belyayevka and the supplies of the Western Sector.

The gap was as yet narrow, but we could not rely on the Chapayevites to close it by themselves. By decision of the

Army Commander a strike group was formed; it consisted of General Petrov's Cavalry Division, still held in reserve, one regiment of the Chapayev Division and one of the 95th Division. General Vorobyov, its commander, was ordered by the Army Commander to head the group and on the morning of August 17 to counter-attack in the direction of Kagarlyk.

Vorobyov, as he later told me, was somewhat surprised at that assignment since his division did not form the bulk of the group and, besides, he had to operate in another sector. But at that time Sofronov did not know Petrov very well and pinned all his hopes on Vorobyov.

A plan had already been drawn up for the operations of the artillery and the aircraft, the fighters beginning to attack the enemy, who had broken through, in the morning. Representatives of the Army HQ and the political department drove out to the lines, but the situation in this relatively remote sector remained unclear.

What forces would the enemy commit to action in the morning? How many tanks did he have? According to one of the reports of A. S. Zakharchenko, the Commander of the 25th Division, there were about 70 tanks. This seemed almost improbable, for we knew that a tank brigade had been concentrated on the other flank—against our Eastern Sector (later we learned that there were much fewer tanks at Kagarlyk).

Generally speaking, the poor reconnaissance carried out in the area covered by this division misled us. Zakharchenko did not expect any strong pressure in his sector that day.

In addition to the alarming news I also had some good news—the destroyers *Besposhchadny* and *Bezuprechny* had brought ammunition from Sevastopol and were already unloading it in the port.

"The destroyers moved at full speed," Commander Derevyanko of the base HQ, who visited us the next day, told us. "They forced the boilers to the point of burning the pipes."

Despite the problems on the Southern Sector, we did our best that same night to strengthen the defences in the Eastern Sector. The Army Commander agreed that support be given to Osipov's regiment by strengthening the maritime flank, with a battalion of guards and a signals battalion, both still in the city (the latter as infantry). It was also decided to send a group of Odessa Communists there whom the Regional

Party Committee promised to make available the next day through an additional Party mobilisation. We were unable to give Brigade Commander Monakhov any other help.

The Southern and Eastern sectors required equal attention on August 17.

The counter-attack of Vorobyov's group began at the appointed hour, but not everything proceeded according to plan. The haste with which the plan had been drawn up made itself felt. Only part of the shells that had just been delivered to Odessa were brought to the batteries' firing positions and so the artillery preparation was weaker than it should have been, while the fire of the naval support squadron failed to reach these lines. Two dismounted cavalry regiments arrived at the assault position too late and joined in the counter-attack later.

Meeting with strong resistance the units advanced slowly. True, in the afternoon the enemy was driven out of Kagarlyk, but not for long; several hours later we only held the outskirts of the village. Moreover, the enemy drove a wedge into our defences somewhat to the south of the village, and fighting began for Belyayevka.

On that day we managed to repel the attacks in the direction of Belyayevka which was staunchly defended by the Chapayevites and a unit of border guards (there were some of them in this sector, too). The counter-attacks of our men were supported by a platoon of tanks.

The reader may ask: where did they come from? As has already been stated, at the beginning of the defence of Odessa the Maritime Army had no tanks. Nor did any tanks come from the mainland. Nevertheless, several BT-7 and T-37 tanks had arrived.

Greatly damaged at the very beginning of the war, these tanks had been loaded somewhere on flat cars and sent to the rear, either to be repaired or melted down. Most likely they had turned up in Odessa because the roads to other cities had been cut. The engineers and workers of the January Uprising Factory, who had given the Maritimers the first armoured train, managed to repair a few of these tanks. The tanks were not particularly reliable but their appearance alone was enough to inspire our men.

Meantime the workers of this factory were already planning to build tanks of their own design. Later these

tanks were named Odessa tanks. I shall tell the reader later the kind of tanks they were. Now I am going back to the events of August 17.

In the morning the enemy succeeded in capturing the village of Shitsli which he had tried to seize the day before. But a reserve battalion of border guards was brought up in motor vehicles to support Osipov's sailors. They surrounded Shitsli and mopped up the village. Not a single enemy soldier escaped. In a word, the enemy had gone a bit too far and had now paid the price.

That evening the Eastern Sector HQ operations summary reported that the positions of the 1st Naval Regiment had been restored, with 200 prisoners and a good deal of equipment captured in the village of Shitsli, including 18 guns, three light tanks and one armoured car. Thus the results of the day were in our favour.

Later on army HQ received some details of this fighting. The sailor who had particularly distinguished himself was Dmitry Voronko. During the counter-attack a company commander was killed, and the sailors almost wavered, but Voronko shouted: "Company, obey my orders!" and led the men into battle. He was hit three times by bullets and splinters, but continued to lead the sailors forward till he dropped dead. The company broke into Shitsli.

There were many fearless men among the sailors, and they formed a closely knit group; one for all and all for one. If only they had had a little field training! I remember how Senior Political Instructor Mitrakov, one of Osipov's commissars said of himself:

"It's a pity I haven't served for a while in the infantry."

Once again the sailors had counter-attacked the enemy from a distance of one kilometre and had, therefore, suffered unnecessary losses. It was clear that even Osipov could not immediately break the conception of fighting on land which the sailors had brought into the trenches.

It struck me that perhaps we were not justified in forming separate naval regiments if we had no time to train the men, especially NCOs and junior officers, for operations on land. Was it not more expedient to incorporate the naval units in our infantry regiments and divisions? In the hands of an experienced all-arms commander they would make a good

reserve and a reliable striking force. Sailors are a courageous lot. Their daring would always come in handy, and they themselves would learn from the army all they had to know for land fighting.

A smooth, even steppe stretched to the very horizon on both sides of the railway running to Tiraspol.

Not quite even, though: as you drove from Odessa, you got the impression that at any moment you might find yourself on some ridge from which still greater expanses would be seen. But there were no ridges ahead; it was merely the sensation you experienced from the smooth, gradual rise of the whole plain in the south-to-north direction from the sea, inland. And, if you turned back and saw how the horizon had receded into the distance, you would get the feeling that the steppe was slanting downwards. The slope did not favour us because the enemy was always higher up and, therefore, had a better field of vision.

Before the fighting near Odessa commenced, I had passed through these places only once or twice. But I had retained in my memory this gently sloping steppe beyond the stations of Vygodna and Karpovo, crossed here and there by dark-green stretches of forests. That was how I saw it on the map when I tried to picture the situation there.

Heavy fighting continued on August 18 in the area of Kagarlyk-Belyayevka and in the Eastern Sector. The main events, however, occurred in the Western Sector, precisely in this steppe. After a short lull of less than 48 hours, the enemy resumed his offensive against the 95th Division, with far larger forces than he had used hitherto against any of the Odessa lines.

The division had managed to prepare to repel the new enemy onslaught. Eight days previously, when it had taken up a defensive position in this part of the sector, there was only one antitank ditch there, nothing else. The men had to repel enemy attacks all day, and at night (there was no night fighting yet), they dug trenches, built dugouts and command posts, and equipped firing positions.

V. F. Vorobyov regarded himself as a pupil of General D. M. Karbyshev, theoretician of field fortifications, and, of course, wanted his divisional area to be organised accordingly.

He later admitted that he had been haunted by the trench digging machines he had seen at some proving ground near Moscow, while he had to be satisfied that he had enough shovels to work with. For timbering and overhead cover his men had to use sleepers and rails (as soon as we knew we would have an armoured train we stopped tearing up the tracks). To prevent the enemy from catching the men unawares, we stretched a wire in front of the trenches and hung tin cans and pieces of tin on it so that, if anyone tried to get in at night, there would be a terrific clatter.

Vorobyov was definitely lucky to have the regimental commanders he had. The 90th Infantry Regiment was under Colonel M. S. Sokolov mentioned earlier, who at the start of the war was the Chief of Staff of this division and then was temporarily its commander. The Commander of the 161st Infantry Regiment, which held defensive positions in the central part of the Sector, on both sides of the railway, was Colonel S. I. Serebrov, who had fought in the First World War and in the Civil War and since then had remained in the Red Army. The third infantry regiment of the division—the 241st—was commanded by Colonel P. G. Novikov who had fought in the Spanish Civil War.

They were all new people in the Maritime Army, and very few of us knew them personally. We learned about these commanders through their service records and from Vorobyov, and formed a very good impression of all three of them.

Nor could our impression have been otherwise since these three regiments were now holding out against five enemy divisions. The first enemy echelon in this sector consisted of the 3rd and 7th infantry divisions and a part of the 1st Guards Division, the second echelon—of the 5th and 11th infantry divisions. Two more divisions, as enemy HQ maps later confirmed, were concentrated in the rear.

A week before the enemy had tried, while on the march, to break through to Odessa along the railway line, apparently not expecting to meet a strong defence in the flat steppe. During the following 4-5 days, they lost almost 3,000 men in an unsuccessful attack. Of course, the absolute accuracy of the figures cited in the reports of HQ of the 95th Division cannot be guaranteed, but so many corpses decomposing in the heat had accumulated in front of its trenches that they made our men sick.

"I don't know what to do," Vorobyov complained to the Army Commander over the telephone. "As if to spite us, the wind is blowing our way. In Serebrov's third battalion the men cannot even eat. It's enough to make one withdraw the battalion from the line."

"Ask the enemy to remove the corpses," Sofronov advised, "and state the time when you won't fire."

During the night we set up in no man's land a number of illuminated boards on which in large lettering we asked the commander of the Rumanian 3rd Division to remove his dead between noon and 4:00 p.m. of August 16, promising that during those hours we would not open fire.

We did not fire a single shot during the four hours. The enemy, too, was silent and launched no attacks on that day so that there was a lull in the Western Sector. However, the commander of the 3rd Infantry Division did not accept our proposal and the following night we brought staked line to the forward line and put an end to the stench.

As already stated, on the night of August 17 one regiment of the 95th Division was temporarily transferred to the Southern Sector, General Vorobyov also going there. A weakening of the Western Sector even during a lull not likely to last long, involved quite a risk. Along a 25-km front there were six infantry battalions with one machine-gun battalion (of course, they were supported by artillery) facing five infantry divisions. The commander took this risk only because a breakthrough at Kagarlyk was fraught with grave consequences.

During the day, however, the enemy showed signs of preparing for new attacks in the Western Sector. Brigade Commander Katrov rushed in from the airfield to report that aerial reconnaissance had detected the transfer of an armoured brigade from the eastern direction to the area of Razdelnaya. This was very important information. It was to be expected that the following day the brigade would be sent to breach the defences of our 95th Division, most likely the section adjoining the railway.

Yet the complex situation at Kagarlyk and Belyayevka made it impossible to return Sokolov's regiment to the division, although it had already been withdrawn to the army reserve. All we could do to reinforce the Western Sector was to send 700 men discharged from hospitals or just called

up and a small detachment of sailors from the reserve of the Odessa Base.

At the request of divisional HQ, the air regiment was ordered to give support to the 95th Division from the dawn of August 18. The artillery of the division was given more shells than usual (it was still a difficult situation because the shells brought by the destroyers could not last long). General Vorobyov returned from the Southern Sector before dawn, after he had personally checked on the preparations for the coming battle.

There could be no doubt whatsoever that there would be heavy fighting the following day.

I am dealing at such length with the events of a single August day in the zone of one division quite deliberately. That day showed the Odessa defenders how we could beat the enemy despite his numerical superiority. Although later the 95th Division had to withdraw from the line it had defended on August 18, that battle became for us a symbol of the strength of the Odessa defence.

As had been expected, the attack began along the railway in the area of S. I. Serebrov's 161st Infantry Regiment. The Divisional Commander and Colonel D. I. Piskunov, its Artillery Commander, were not mistaken when they advanced the bulk of their artillery, Major A. V. Filippovich's 57th Artillery Regiment and Captain V. I. Barkovsky's 97th Separate Antitank Battalion, to the area of the station of Karpovo. Most of the machine guns received by the division were also transferred to the same locality (with the result that there was one machine gun for every 50-100 metres). The reserve of the division—the reconnaissance battalion with armoured cars and baby tanks—was also concentrated there.

After 6:00 a.m. the enemy bombed the forward line of defence in the Western Sector and started an artillery preparation. It was a few minutes past seven when Major Chinov, Chief of Staff of the 95th Division, who had just communicated with the observation post of the 161st Regiment, reported by telephone:

"It has already started in Serebrov's zone. Our positions are being attacked by tanks and infantry. There are several dozen tanks."

Of course, the details of the fighting did not reach army HQ all at once, but for the sake of clarity I shall not separate what we learned immediately from the information we received later.

The tanks were moving ahead of the infantry which advanced in dense skirmish lines. Beyond them could be seen not skirmish lines, but columns. Either the Rumanian command was confident of success or it simply had no regard for its soldiers of whom there were many. We learned later that our positions were being attacked by two infantry divisions—the 3rd and 7th, and the armoured brigade.

Our men had strict instructions not to open fire before they were given a special signal. And though they saw the tanks and an avalanche of enemy infantry approaching them firing at random they displayed extraordinary self-control.

Colonel Serebrov gave the signal when the advancing tanks were only a quarter of a kilometre from the first trench. The artillery fired at the tanks point-blank, the machine gunners and riflemen firing at the infantry lines. The tank destroyers hidden in foxholes with incendiary bottles and hand grenades also engaged the enemy.

This massed fire at short range produced a tremendous effect. Some tanks were damaged and halted, others caught fire from the incendiary bottles. The infantry hit the ground before reaching our trenches.

However, it was impossible to hit all the tanks—there were about 60 of them. Close to 30 tanks broke through our trenches and skirting Serebrov's observation posts and the station of Karpovo moved along the railway towards our supply trains.

Thirty tanks are no joke even if they have separated from their infantry. Army HQ had no mobile antitank reserve. Nor did it have even a single reserve unit that could be sent against the tanks, at least with incendiary bottles.

The Army Commander and F. N. Voronin, Member of the Military Council who happened to be with him, hastily conferred with the chief of staff and decided to remove a battalion of the air defence brigade from the firing positions closest to the area of the breakthrough. The anti-aircraft gunners were ordered to stop the tanks at all costs.

We did the right thing even though the air defence battalion was not needed. The tanks did not go very far. They were intercepted by the artillerymen of the 95th Division.

For some reason or other the tanks stopped in a ravine near the settlement of Vinogradar, between Karpovo and Vygoda; possibly they awaited orders or for their infantry to catch up. That gave Colonel Piskunov time to bring up a few guns to the settlement. When they opened fire the tanks began to turn around. Meantime, the guns of the antitank battalion had already reached the adjacent forest plantation. The sides of the tanks faced these guns and three tanks were immediately put out of action. The rest, not wishing to risk wandering through our rear without infantry support and running into our artillery turned and withdrew across our front line.

That did not mean, however, that the battle was over. The enemy attacked again and again, and in some places it was becoming increasingly difficult to repel them.

Our fighters had already made several sorties. Our armoured train was sent to the station of Karpovo from the Eastern Sector (the undamaged tracks allowed the train to break into the enemy lines and fire from both sides). The outcome of this battle that lasted many hours was, nevertheless, decided by our field artillery and machine gunners, by the staunchness and heroic counter-attacks of our infantry units.

In the afternoon General Vorobyov contacted the Army Commander at Colonel Serebrov's observation post. The divisional commander reported that the enemy had fled the battlefield, leaving many dead and wounded, and that from the observation post he had himself counted 25 damaged and burned tanks.

"Vorobyov says he has never seen anything like it. The tanks are still on fire and the whole field is going up in smoke," Sofronov announced with joy, replacing the receiver. "We ought to send him official congratulations from the Military Council. We must particularly commend the artillerymen and the tank destroyers. Vorobyov was right about the incendiary bottles—they came in very handy. Let him draw up a list of those who distinguished themselves."

"Comrade Sofronov," member of the Military Council Voronin suggested, "if it is a bit quieter tomorrow, let's send

delegates there from any other units we can. Let them take a good look at the damaged tanks and tell everybody else about them. It's not only Vorobyov who has never before seen such slaughter on our front. I don't believe anybody else has."

"That will certainly be a useful excursion," the Army Commander agreed.

General Sofronov smiled happily. Everyone present at the Army Command Post felt a joyous excitement.

At all events the troops had repulsed the strongest attack against the Odessa lines since the beginning of the defence. Never before had the enemy hurled into an attack so many tanks and so much infantry in one sector at one and the same time. The Western Sector had withstood the blow and destroyed almost a half of the tanks in battle. All in all on August 17 and 18 the enemy lost about 40 tanks at Odessa.

The desperate attempt to breach our defences in the sector which led to the city along the straightest route had cost the enemy infantry dear. Vorobyov believed that the Tiraspol machine gunners alone—they had mowed down the lines of the attackers—had killed at least a thousand enemy soldiers. As we later found out from captured documents, the enemy 7th Infantry Division had lost half its strength taking part in the attack, while the 3rd Infantry Division had suffered slightly fewer losses.

I have not yet mentioned the fact that the onslaught in the Western Sector had coincided—apparently not by chance—with a massed bombing of the city and the port by nearly 100 bombers. The bombers had apparently been given the mission of disorganising our rear at the time when the enemy expected to breach our defences at the station of Karpovo.

The troubles of the day were added to by a report from our naval air reconnaissance that a number of transport ships escorted by patrol boats and aircraft had sailed from the Rumanian port of Sulina. They may have sailed for the Odessa area.

I do not know whether there were any troops on these ships and whether the enemy command had planned a combined blow, including a landing of an amphibious force near Odessa, but this likelihood had to be considered. At any

rate we had to bear this in mind until we learned that these transport ships had been attacked by our Black Sea aircraft which had sunk two of the ships and forced the rest to turn back.

In the light of these circumstances the defeat which the Maritime Army had inflicted on the large enemy forces attempting to break through to Odessa on land assumed even greater importance.

I must not fail to mention the officers who particularly distinguished themselves that day, and in the first place Colonel S. I. Serebrov. In the end everything depended on whether or not his 161st Infantry Regiment would hold out, and of course, Serebrov realised the responsibility he had shouldered. He supervised the operations of his regiment from the observation post, from which he could see the whole battlefield. Several times, when this old soldier felt that his men needed his moral support, he went to the battalions and companies.

"Today I appreciated to the full Serebrov's leadership and his personal courage," said Vorobyov in his report on the details of the battle.

The 3rd Battalion of Serebrov's regiment had the hardest time of all. It was precisely in its lines that the group of enemy tanks had broken through. The battalion could not stop them, but after letting the tanks roll across their trenches the men continued to repel the attacks of the infantry. The battalion was being attacked by a whole regiment, and there was a moment when one company wavered and began to withdraw. A gap that threatened to break up our defences had formed, and Serebrov ordered the battalion commander to re-establish the situation at all costs.

The commander of the battalion was 22-year-old Lieutenant Breus who had assumed command only two weeks earlier during the fighting at Dubossary where the former commander had been killed. The lieutenant mounted a horse (yes, that's how we fought at that time—a commander of an infantry battalion had to have a horse), galloped under fire to the battalion lines and led the men in a counter-attack. Meantime the regimental commander saw to it that the battalion got heavier artillery support. But it was primarily the valour and determination of the young battalion commander that helped to recover the company's positions.

Vorobyov felt that the lieutenant had performed a feat of valour deserving the highest award. Bearing in mind the importance of preventing the enemy from driving a wedge into our defences the Military Council supported the recommendation that Lieutenant Breus—the first of the Odessa defenders—be awarded the title of Hero of the Soviet Union. He received this title in February 1942 with a group of other participants of the defence. I am happy to be able to say that Reserve Officer Y. G. Breus is still hale and hearty and lives in Odessa.

I should also like to mention Major V. A. Vrutsky, another splendid battalion commander. His was the only battalion of the 90th Infantry Regiment that took part in the battle on August 18 (the other two battalions had remained in the Southern Sector); fighting on Serebrov's left it had to withstand a considerable part of the onslaught. It repelled all the attacks and by the end of the day accounted for most of the damaged and burned enemy tanks.

Vrutsky also led his men in counter-attacks. In the last of them the major was wounded and disabled and could no longer take part in the defence of Odessa. Fortunately that did not end his fighting career. In a little more than a year Vrutsky, now a colonel, was given command of a division in the North Caucasus.

I have already mentioned D. I. Piskunov. He was the Artillery Commander of the 95th Division who, during preparations for the battle on August 18, fortunately sited his weapons to the best advantage.

"Piskunov will weigh up everything, take care of everything, and act accordingly," was what N. K. Ryzhi, who knew him very well, once said about him.

The outcome of the battle, in which the artillery had played the most important part and had been used with considerable skill, confirmed this opinion.

Artillery officers A. V. Filippovich and V. I. Barkovsky had also shown themselves to the best advantage. Barkovsky's name soon became well-known in the Maritime Army. His 45-mm guns, capable of changing their firing positions swiftly, often at the gallop (the guns were horse-drawn) appeared wherever a tank breakthrough was possible and the infantry needed support. Some of Captain Barkovsky's subordinates, especially Sergeant Yakunin and Private Magarychev, also

became very popular around Odessa. In the battle I have just mentioned their crews knocked out several tanks.

The following day it was quiet in the field near the station of Karpovo, and the men of the units that had distinguished themselves on the previous day were able to show their trophies to a group of visitors from other units. Several damaged tanks had even been hauled at night by tractors to a place where they could be inspected.

The excursion to the field of battle organised by Divisional Commissar F. N. Voronin constituted, as it were, a continuation of the training on the firing range. The best artillerymen of the antitank battalion and the infantrymen who had skilfully used incendiary bottles and grenades—in a word, those who had put the tanks out of commission—shared their latest fighting experience with their comrades.

The enemy had all sorts of tanks. I remember Captain Shevtsov, who had come from the Western Sector, telling us in the operations department:

“The trade mark is French, you know—‘Renault’. At the back there is a black German cross and on the sides an emblem with the Rumanian flag. The Germans had apparently captured them in France and had given them to the Rumanians. Or maybe they are tanks that the French had supplied to the Rumanians and the Germans had painted crosses on them so that they wouldn’t mistake their allies. Now all these marks had been rubbed out by our Soviet mark—a hole drilled clean through! And the artilleryman who had drilled the hole with his shell was also right there, standing and smiling as though it was his birthday and offering explanations like a guide at an exhibition.”

It was a good political lesson, this sharing of battle experiences standing alongside an enemy tank!

That day I was unable to pay a visit to Vorobyov and see the trophies of his division. Various urgent matters and the tense situation in the Southern Sector where heavy fighting was in progress detained me. A day later it was out of the question.

CHANGES AT THE COMMAND POST

Considerable and rather unexpected changes occurred in the structure of the command of the Odessa defences.

On the night of August 20 Shishenin sent for me. The Chief of Staff had just returned from the Command Post of the Naval Base. The sailors had recently transferred it from the 411th Coastal Battery to the building of the Cardiological Institute, closer to the port and to us. I expected to receive directives concerning the use of the artillery of ships from Sevastopol. Instead, I suddenly heard:

“You are to take over Army HQ. I have to organise another HQ.”

I kept silent, trying to make out what this meant. Shishenin smiled—I must have looked quite disconcerted. But he explained that a directive had been received from GHQ to organise an Odessa defence area which would be subordinate to the Black Sea Fleet. Rear-Admiral Zhukov, the Commander of the Naval Base, was appointed Commander of the Area and Shishenin was to be his chief of staff.

In effect this news meant that the Maritime Army was to be subordinated to the navy command. To be frank, I thought this somewhat strange at first since the enemy at Odessa was on land and ground troops were the decisive defensive force.

Obviously from the moment our army had been cut off from the rest of the front its fighting efficiency was completely dependent on sea transport which was under naval control. Only the navy could bring us ammunition, reinforcements and everything else. This, apparently, was the reason for GHQ's decision. As we understood it, this increased the responsibility of the sailors for the defence of Odessa. Of

course, they already had had this responsibility, but not to the extent they would now that it was completely in the hands of the Military Council of the Black Sea Fleet.

The GHQ decision was unexpected, but it did not take much thought to realise that under the circumstances it was absolutely correct. It was putting an end to the distressing situation in which we, completely isolated from the rest of the Southern Front troops, had no normal communications with the higher HQ and did not know whom to turn to about our most urgent needs, whereas with Sevastopol, with the command of the Black Sea Fleet, our communications could be swift and dependable.

But on the day when we learned about the Odessa Defence Area (it began to be called ODA for short) it was not absolutely clear how the troops were to be controlled.

The organisation of the Odessa Defence Area coincided with difficult days for the defenders of the city. Towards the evening of August 19, the situation in the Southern Sector had again changed for the worse.

On the morning of August 20, Shishenin and I (now already Deputy Chief of Staff of the ODA) signed the first combat report to HQ of the Black Sea Fleet. The report informed HQ that the enemy had committed to action at Odessa almost six infantry divisions, one cavalry division and one armoured brigade, breached our front in the area of Kagarlyk-Belyayevka and was exploiting his success. The main attack was aimed at Karstal farm (now Shirokaya Balka), which indicated a new attempt to break through to Odessa.

The Chapayevites and the units sent to reinforce them had tried to stop the superior enemy forces and had suffered heavy losses. The Southern Sector reported that in the 287th Regiment of the Chapayev Division and in the 136th Reserve Regiment there remained only 25-30 men in each company. Nearly 2,000 wounded were sent to hospital in the course of 24 hours—several times as many as in the two days when the 95th Division prevented the enemy from breaching the defences of the Western Sector.

The enemy had broken through to Belyayevka. A. S. Zakharchenko, the Commander of the Chapayev Division, regrouped his forces in order to strengthen the most threatened sections with units removed from the left flank but did not

succeed and the situation became still more complicated. Some units were now threatened with encirclement and were forced to withdraw, but were unable to disengage from the enemy.

The withdrawal in the Southern Sector also necessitated a withdrawal of the troops in the Western Sector, for otherwise the enemy could have cut into its rear. The Western Sector was ordered to take up defensive positions along the Poliovo-Vygoda-Petrovsky Farm-Vakarzhany line (the Southern Sector—along the Karstal-Freidental-Mayaki line). For the 95th Division this meant abandoning the positions it had defended in the stubborn fighting of the last ten days. General Vorobyov got in touch with the Army Commander and argued against this withdrawal. We could see the general's point: he believed his defence positions would hold for a long time and therefore kept strengthening them by taking advantage of every lull in his sector.

But the order had been issued, and Vorobyov's division occupied new positions in an organised manner under rearguard cover. However, the troops in the Southern Sector were unable to maintain their positions on all the lines assigned to them.

They were certainly in a difficult position—the enemy kept up his pressure. It is precisely in such complicated situations that the qualities of a commander are fully revealed. That day Colonel Zakharchenko failed to pass the test—for a few hours he had no control over his troops. This cost us dear; for the enemy, straining to break through to Odessa, got much closer to the city before he was stopped than he might have been.

"No, Zakharchenko is not capable of commanding a division," Sofronov said with conviction that evening when summing up the results of that strenuous day.

Rear-Admiral Zhukov agreed, and it was decided that Zakharchenko should be replaced. The divisional commander was assigned to staff work in the Eastern Sector.

That same night the Military Council appointed Major-General I. Y. Petrov Commander of the 25th Chapayev Division and Commander of the Southern Sector. The cavalry division was temporarily placed under Colonel P. A. Ryabchenko, the Chief of Staff. However, the division remained under the control of General Petrov. In order that the situa-

tion in the Southern Sector might be re-established, these two divisions and an infantry regiment of the 95th Division were united under his command.

Thus I. Y. Petrov was made responsible for the left flank of the Odessa defences, which then faced the greatest danger.

So far I have said very little about I. Y. Petrov, whose role in subsequent combat operations, not only of the Maritime Army, was outstanding. This is probably the appropriate moment to tell the reader what I myself learned about his life and work later, when I had the good fortune to become General Petrov's close associate.

This man, who impressed one as a born soldier, had in his youth wanted to become a teacher, but somehow went in for painting and architecture and was admitted to the Stroganov School of Applied Arts. It was fate that made him a soldier. In 1916 while a student he was drafted into the army and was sent to the Alekseyevskoye Military School, graduating from it with the rank of ensign shortly before the revolution.

The son of a poor cobbler, Petrov was one of those Russian officers who unconditionally supported the October Revolution and who volunteered to serve in the Red Army. In 1918 he joined the Bolshevik Party and fought all through the Civil War, finishing it as commissar of a cavalry regiment.

After the Civil War Petrov continued to live a soldier's life in the full sense of the word. During the 1920s and the beginning of the 1930s he lived, it could be said, in the saddle, fighting the Basmaches in Central Asia. He commanded a cavalry regiment and then a brigade taking part in the destruction of the bands of all the main Basmach chiefs, including the sinister Ibrahim-bek.

Of course, the operations against the Basmaches basically were very different from the war we were forced to enter in 1941. But on learning how Petrov had spent those years I was able to understand his deep-rooted defiance of danger which had become part and parcel of his life and seemed perfectly natural to him.

In his recently published brief recollections of I. Y. Petrov, Konstantin Simonov considers that it was the fifteen years of battles and campaigns, including the Civil War, that moulded "the personality of a soldier prepared for every

contingency, devoid of all bravado, that characterised Petrov". This seems to me to be very true.

Petrov was also noted for his comprehensive military knowledge. Afterwards, when he was in command of our army in Sevastopol, I heard authoritative specialists in military engineering marvel at the extent of his knowledge of fortifications, so rare for an all-arms commander. The artillerymen, too, respected him as a man who was fully aware of the potentialities and specific properties of their weapon. As a commander of the Tashkent Infantry School for many years before the war Petrov also lectured on the history of the art of war at the local evening department of the Frunze Military Academy.

This is all the more remarkable because after graduating from the military school Petrov had only taken a little advanced officer training in the middle of the 1920s and acquired the greater part of his all-round knowledge only through his inexhaustible thirst for self-education. Living for a long time in Central Asia he studied among other things oriental languages and had a good command of the Uzbek, Tajik and Turkmen languages.

Many of General Petrov's actions, while not violating any rules, were, nevertheless, unusual. I was told how he became acquainted with the Chapayev Division placed under his command. Early in the morning of August 21 he came to the forward line of defence of the 287th Infantry Regiment, escorted only by his aide.

The commander of the company within whose lines this was taking place was making the rounds of his positions before the enemy attack expected that morning. On seeing in the distance that his men were talking to a stranger in the trench he became indignant. He almost gave his men a dressing down because all strangers appearing on the forward line of defence were supposed to be immediately brought to the command post; he had not in the least expected to see the new divisional commander whose appointment he had heard of only two or three hours before in the trenches.

After inspecting the positions of the company with the senior lieutenant General Petrov went to the battalion Command Post and stayed there, maintaining communication with the divisional Command Post as long as the first attack of the day was being repelled.

The attack was quite unusual; in front were the enemy skirmish lines; behind them were troops pulling light guns and mortars. This action seemed designed more for a psychological effect than for tactical reasons. It was as if the enemy was demonstrating how confident he was of capturing the line he was attacking.

The attack could not be repelled by fire alone. While watching the battlefield Petrov became excited—everyone around him could see this. (When Petrov was excited he did not try to appear calm, another indication that he never showed off.)

“We must counter-attack!” he shouted to the battalion commander.

Only the counter-attack helped to hold the line; the enemy soldiers did not withstand the bayonet assault and fled, abandoning five antitank guns, a supply of shells and two mortars.

THE NEAR APPROACHES

A few more days elapsed before the front in the Southern Sector stabilised on a new line.

Freidental (Mirnoye)—a village halfway between Belyayevka and Dalnik—changed hands time and again. In the area of the village of Mayaki on the Dniester Estuary, at times some Chapayev companies had to take up perimeter defences and, remaining on their positions, fight in encirclement.

Squadrons of the cavalry division also often found themselves in difficulties. Two regiments of this division—the 3rd and 7th—were fighting dismounted. Only F. S. Blinov's 5th Cavalry Regiment remained mounted. Until the breakthrough at Kagarlyk we regarded this regiment as a reserve for the Eastern Sector, but then transferred it to the Southern Sector. At night during a heavy air raid a thousand cavalymen rode through the dark city. The column was redirected on the march, to streets where there was less bombing.

Early in the morning Petrov met the 5th Cavalry Regiment at a fork in the front roads and taking Captain Blinov's plotting board wrote a combat order right on his map (Petrov would work like this). The regiment was ordered to dislodge the enemy from the village captured the night before and was given 45 minutes to prepare for the attack.

I give these details because they were characteristic of the situation. Any combat force placed at the disposal of the sector commander was immediately committed to action and utilised to stop and, wherever possible, drive the enemy back.

The cavalry operated mainly at night or at daybreak, before the German aircraft appeared. It was difficult enough to conceal the horses in the narrow forest zones beyond

Luzanovka, but in the Southern Sector—there were only fields of maize. Even so the cavalry, divided into small mobile groups, was able to inflict some losses on the enemy by attacking his supply units. The reports received at army HQ noted, in part, the daring actions of the squadron under I. I. Kotenkov, an old cavalryman who had fought in these parts in Kotovsky's brigade during the Civil War.

Two battalions of the air defence brigade, an early warning battalion reorganised into infantry (it had formerly been stationed beyond the Dniester), separate units from the army rear and volunteers were sent to the Southern Sector. This, of course, was insufficient to change the correlation of forces in the direction where the enemy had up to four infantry divisions. Nevertheless, the enemy could not advance any further. After stubborn fighting at Freidental, Mayaki and Karstal our defence was becoming stable again.

The support given by the artillery to the troops of the sector contributed a good deal to this. Now that they had taken up new positions we could also utilise naval fire. The attacks of our fighters helped too. Most important of all, however, was that the infantry units themselves displayed real steadfastness.

Steadfastness plus action—that is how their behaviour should be described. It was not enough merely to repel enemy attacks. In order to hold out our troops had to counter-attack at the right moment regardless of the enemy's numerical superiority.

Our Army Commander was a staunch advocate of active defensive tactics. Nor did anyone in our HQ differ from him. We always did all we could to ensure that the necessity for active operations should be understood by commanders of both large and small units and by staff officers.

In the Southern Sector of the Odessa Defence the active tactics of our units under I. Y. Petrov led to the swift encirclement and destruction of a battalion of the enemy's 14th Infantry Division that had just arrived at the front. Two of its other battalions committed to action in the same area retreated, losing nearly half their men. A day later the 31st Pugachev Regiment of the Chapayev Division counter-attacked and dislodged the enemy from Peterstal (Petrodolin-skoye) and broke into adjacent Franzfeld (Nadlimanskoye).

These two villages had been captured by the enemy the

previous day and our success in the battle merely meant that we had re-established our positions. This meant a good deal to us just then, however, and our Army Commander heartily congratulated Petrov by phone.

Petrov took the opportunity to ask for reinforcements. We had just sent him several hundred men who had recovered from their wounds. But Petrov thought it was high time the Razin Regiment which was still in the Eastern Sector was returned to the Chapayev Division.

"I think it would be a good idea to let me have some sailors," he continued. "I've heard you have more of them now."

The request for reinforcements was certainly justified. We knew that Petrov actually had no continuous front line; there were considerable gaps between his units, and he had nothing with which to cover these gaps. At night his troops set up observation posts, but these could only discover, not stop the enemy should the latter suddenly appear.

However, the Razin Regiment could not be returned to the division yet. As for sailors, we really had more of them now; the ships that had come from Sevastopol (the cruiser *Krasny Krym* and two destroyers) to strengthen the artillery of the Maritime Army had brought two detachments of marines—1,000 men in all. They were called volunteers because each one of them had asked to be released from their normal service to take part in the defence of Odessa. This reinforcement had come just in time, but we could not let General Petrov have it all. One of the Sevastopol detachments had to be sent straight from the port to V. F. Vorobyov.

The reader will shortly understand why this and other measures had to be taken. The situation in the Western Sector had greatly changed during the past two or three days.

Before the 95th Division had managed to consolidate on its new line the enemy resumed his offensive in the central part of the Odessa defences. There were at least seven infantry regiments of three enemy divisions, and, as before, the attack was delivered along the railway.

This time the enemy succeeded in achieving his objective. By noon of August 21 he had captured the station of Vygodna and had advanced a little beyond it.

It is less than 30 kilometres from Vygodna to Odessa, and the alternate reserve lines in this direction were far from

ready. We did not need to persuade Vorobyov that his division had to stop the enemy at all costs, while we had to support the Western Sector with everything we had.

"Send Vorobyov all the remaining machine gunners," I was ordered by the Army Commander.

By this he meant the last machine-gun company not yet on the forward line of defence. Within an hour 25 heavy machine guns and their crews joined the 95th Division and we were informed that they had been met by the divisional chief of staff himself.

The following are some of the entries made on August 22, 1941, in the war diary of the Maritime Army:

"Major Chinнов's machine-gun group is fighting a furious battle for Vygoda."

"Colonel Sokolov, Commander of the 90th Infantry Regiment, with two antiaircraft machine-gun mounts dislodged the enemy from Hill 82.8."

"The Commander of the 95th Division detailed his last reserve to the junction between the 161st and 90th regiments—100 men under Captain Sakharov, the divisional operations officer."

These laconic words are so eloquent that they hardly need explanation. If a chief of staff commands a group of machine gunners and his assistant, the operations officer, covers another part of the defences with his last reserve, and if a commander of an infantry regiment leads into battle the vehicles of an air defence platoon (quadrupled machine guns mounted on motor vehicles were also used against infantry), this should be enough to get an idea of how tense a battle the division is fighting.

Everyone who could be spared from the Command Post by divisional commander, including the staff and political department, were with the troops on the forward line of defence. Senior Battalion Commissar G. A. Boiko had arrived from the political department of the army. Vorobyov could not send him to a unit as he would his own subordinate, he merely asked him, since he knew him very well, to go to a battalion where the situation had considerably deteriorated. That night we learnt that Boiko had been severely wounded leading a company in a counter-attack. The unit had retained its positions.

It was the counter-attacks of the infantry and the skilful manoeuvre with artillery fire that enabled our men to repel the increasing enemy onslaught. The 95th Division was supported by the long-range guns of Bogdanov's regiment, while Colonel D. I. Piskunov, the Artillery Commander of the Western Sector (I cannot help saying a few more good words about him), skilfully and prudently used the fire-power of his artillery regiments, the 57th and 397th, under Major A. V. Filippovich and Major P. I. Polyakov. The enemy tried to break through but could not penetrate the junction between the two infantry regiments which was covered by V. P. Sakharov's group, and also by the massed fire of nearly all divisional artillery. The batteries nearest to this area rolled their guns forward and fired point blank.

"No, Piskunov did not lose his presence of mind," Ryzhi said later.

The excellent performance of the artillerymen was also noted by their divisional commander.

Armoured Train 22 had again been assigned to Vorobyov. Four days previously, during a big battle at the station of Karpovo, the train had travelled the same road far beyond Vygod. Now it was in action in the area of Dachnaya—the third suburban station from Odessa.

On the first day of the new enemy offensive army HQ could send only a detachment of the Odessa volunteers to reinforce the infantry units in the Western Sector, and even this detachment was far from fully armed.

Now, as I write these lines, I have before me the notes made at that time by Vorobyov who managed during the heaviest fighting to jot down the most important developments in the division. He wrote:

"2:30 p.m. Volunteer detachment. Men—572, rifles—100, heavy machine guns—3."

Thus in this detachment only one man out of six had a rifle. The rest were supposed to pick up the weapons of their wounded or dead comrades.

The volunteer sailors I mentioned above arrived from Sevastopol the following day. And, although the situation in the Western Sector was already improving somewhat, Sofronov at once decided to send one of the two detachments to the 95th Division.

I was happy to inform Vorobyov:

"We are placing 405 Black Sea sailors at your disposal. They are armed with self-loading rifles and also have a number of machine guns. Send someone to meet them."

In his reminiscences written later Vorobyov describes his first impressions of the naval reinforcement.

"The sailors lined up smartly and presented a gallant sight. They all wore sailor's hats and black pea-jackets. I tried to explain to them that to fight on land, to stay in trenches in a sailor's uniform would not be at all suitable and it might be best to change into an army uniform. They were clearly reluctant to change. A tall, broad-shouldered petty officer answered for all of them:

"'May we, Comrade General, fight the enemy as sailors? If we have to die for our country, let us die in our uniform.'

"A hum of approval rolled through the lines, and I realised I had better not insist.

"The commissar and I decided to assign the whole detachment to the 161st Regiment where it was most urgently needed. I ordered Colonel Serebrov not to split them up among the battalions, but use them as a striking force."

Serebrov's regiment was fighting to regain its positions in the area of Vygoda. The naval detachment was ordered to drive a spearhead into the enemy lines on the left of the railway and then link up with the battalion which was supposed to attack on the right of it.

The sailors attacked and recovered a farmstead from the enemy, but were unable to break through to the right in order to link up with the battalion. However, they managed to advance a little farther, after which their commander decided to use his own initiative. The detachment got cut off from the rest of our troops and was only found the following day.

"They have brought back a good deal of captured weapons," General Vorobyov reported. "Of course, they have suffered some losses. Their commander was wounded in the arm. I've given them a dressing down for their guerilla actions, but some of them will evidently have to be recommended for decorations."

This detachment was under the command of Major A. S. Potapov, former instructor of a naval school and future commander of the 79th Cadet Brigade that covered itself with glory in the defence of Sevastopol.

The sally to the enemy rear made by the sailors at their own risk (they were lucky to have escaped excessive losses) was, of course, only an episode in the furious battles fought in the area of the 95th Division. For the first time since the beginning of the defence of Odessa the fighting went on round the clock. Before August 22 the enemy had not, as a rule, been particularly active after dark, whereas now his artillery fire and attacks did not cease even at night. At daybreak dozens of enemy bombers appeared over our lines.

It was now harder to hold our positions than ever before. Bombings and intensive shelling destroyed the dugouts and trenches and deprived our men of shelter. In one day alone, August 23, the 95th Division lost about 1,000 men. In the evening it was reported that in the three battalions of P. G. Novikov's 241st Regiment at the right flank only 260 effectives remained.

We had no reserves at all. All that army HQ could manage to gather from the older reservists and volunteers in the city were sent to the front. On the night of August 23 we sent a detachment called the Odessa Regiment to reinforce Vorobyov's division. Hardly half of its 1,300 men had rifles. The rest of them knew that at the front line they would get the weapons of those whom they replaced.

The commanders of regiments and battalions, to say nothing of the political workers, were nearly always on the forward line of defence. The moral support of the higher officers, their very presence in dangerous places gave the men new strength. But the losses of the command personnel were reaching danger point and in Odessa conditions they were simply irreplaceable.

In the course of three or four days all the battalion commanders of the 95th Division were either killed or wounded (true, some of the wounded remained in the ranks). On August 23, General Vorobyov reported that Major Chinnov, the Divisional Chief of Staff, and Colonel S. I. Serebrov, the Commander of the 161st Regiment, were severely wounded. Colonel Sokolov, the Commander of the 90th Regiment, soon followed them to hospital. It was he who, the day before, had broken through to Hill 82.8 with anti-aircraft machine guns mounted on lorries, because the capture of the hill by the enemy threatened the left flank of the division. That

time Sokolov was unharmed, but the following day an enemy shell splinter put him out of action.

"There is no doubt we were able to hold out at that time because the regiments were under commanders like Serebrov and Sokolov, and the men were inspired by such heroic political workers as Boiko." These were Vorobyov's words. He wrote them later when recalling the latter half of August in the Western Sector, when we were faced with the alarming question, namely, with whom to replace the most experienced regular service commanders.

They were temporarily replaced by officers readily available. Chinnov was replaced by Captain Sakharov and Sokolov by Lieutenant-Colonel Oparin. The division continued to lose many officers and men, but went on fighting stubbornly, as if the veterans who were no longer there had passed on to their fighting comrades their inflexible spirit and their determination to rout the enemy.

On August 24, as a result of counter-attacks supported by accurate artillery fire our positions in a number of places in the Western Sector somewhat improved. The 14th Regiment of the enemy's 7th Infantry Division was routed in a night engagement for the Oktyabr farmstead. Our 161st Regiment took several dozen prisoners and captured some enemy equipment—mortars, machine guns and a tank.

The general situation in the Western Sector remained very tense. Everything that had recently occurred indicated that there, as in the Southern Sector, the fighting had moved to the near approaches to Odessa.

"And what about the Eastern Sector?" the reader may ask. I haven't mentioned the right flank of the army for some time, but this is not because we were no longer concerned or anxious about it.

The units of the Rumanian 13th and 15th infantry divisions which were attacking there (the German division which, according to our intelligence, was in the second echelon, had not yet taken part in the fighting), were still trying to reach the coast, closer to the port of Odessa. Serious complications in the Eastern Sector could have been expected at any moment. Yet, for some time, the situation there did not become so aggravated as in the two other sectors.

On August 18, the day after the sailors had with the aid of the border guards re-established their positions near Shitsli, there was a brief lull. The enemy was apparently recovering from the serious blow he had sustained the day before. Then fighting in the Maritime Sector was resumed, this time not only Shitsli, but also Staraya Dofinovka repeatedly changing hands. The transfer of two battalions, a guards and a communications battalions, had proved more than timely. It would have been very hard to repel the new enemy attacks without this reinforcement.

The naval artillery continued to support the troops of the Eastern Sector day in and day out. In addition to the gunboats and the destroyers the ships arriving from Sevastopol delivered fire more and more often. On August 22 the guns of the cruiser *Krasny Krym* fired on the enemy positions at Buldinka and Sverdlovo. On Colonel Ryzhi's recommendation the Army Commander expressed his appreciation to the cruiser's crew.

By that time the sailors were convinced that fire on land targets was not particularly effective when delivered without adjustment. The ships began to land fire-adjusting parties with portable wireless sets; these parties stayed at regimental observation posts or in other places that offered a good view of the battlefield. As a result the fire support from the sea became more efficient. Subsequently the whole system was improved: the fire-adjusting parties were now sent to the forward line of defence by HQ of the naval base, and the ships received the call signs and target coordinates already on the approaches to Odessa.

I was in contact with Commander Derevyanko regarding the use of naval artillery. As already stated, he had become the Chief of Staff of the Odessa Base. It was easy to come to an agreement with him. Derevyanko had recently been in command of the artillery of one of the Black Sea destroyers and was extremely concerned with everything connected with naval fire. He always wanted to know how the units supported by the ships evaluated their fire and telephoned the regimental commanders to ascertain their claims and wishes. HQ of the base maintained direct communication with Osipov's regiment, the land offspring of the naval base.

For some time after the organisation of the ODA, Derevyanko served as Commander of the Odessa Base. This

post was then taken over by the newly-arrived Rear-Admiral I. D. Kuleshov who had formerly commanded the neighbouring Nikolayev Naval Base, now in the hands of the enemy.

The new base commander wore a submariner's black side-cap (probably a souvenir of his service in submarines), a long pea-jacket and boots and carried a cumbersome Mauser in a wooden holster at his side. His appearance was further accentuated by his old-fashioned Van Dyke beard. This eccentric-looking man proved to be a very courageous and efficient commander. It was hard to find Rear-Admiral Kuleshov at the base Command Post, he was always either in port or with the troops.

On August 22 we received by radio a new order and warning from S. M. Budyonny, Commander-in-Chief of the South-Western Direction. It read: "I order you once more not to surrender Odessa and to defend your positions under any and all circumstances. The Military Council of the Maritime Army bears full responsibility for carrying out this order."

GHQ's recent directive on the organisation of the Odessa Defence Area made no reference to the Maritime Army, whereas the Commander-in-Chief of the Direction made no reference to the ODA already in existence for three days. At any rate, one thing was perfectly clear: our army was still responsible for Odessa, whoever was in command of it.

The new and strict reminder of this responsibility was apparently occasioned by the alarm aroused by the forced withdrawal of the Maritime Army to lines nearer the city in the Southern and Western sectors. The few kilometres which we had been forced back by the enemy in the beginning of the last third of August would not have meant so much then, had it occurred in any other sector of the Soviet-German front. But on our beach-head we had our own yardstick. In our section of the front we were constantly measuring the distance that remained between the forward line of defence and the city, the port.

Obviously, the enemy was also measuring it. Measured it and probably hoped that the next onslaught would bring him to Odessa.

On August 23 he launched a psychological attack in the zone defended by the 31st Regiment of the Chapayev Divi-

sion. About two battalions, in company formations, marched towards our positions, bolt upright and with a band playing. This undertaking came to a sad end. Our artillery, mortars and machine guns killed at least half of the attackers, the rest of them fleeing in disorder from the field of battle. Not a single enemy soldier had reached our trenches.

On receiving a brief report about this attack I sent Captain Bezginov, who was specially assigned to the Southern Sector, to learn the details. Upon his return he reported:

"That's just what happened. They marched bolt upright, like the Kappelevites in the film 'Chapayev'; the officers with drawn swords and the men drunk. Our troops met them with dense fire. There are still the terrible cries of the wounded in no man's land they have been abandoned. It looks as though we've wiped out a whole battalion."

The attempt to surprise and scare our men produced the opposite results. The Red Army men regarded the psychological attack as a sign of desperation by the enemy, who was unable to overwhelm us. This was noted by Bezginov and the political workers who had been to that area.

Soon the enemy staged another psychological attack on a larger scale. But the result was the same. This time our air-men helped us to prevent the marching lines from reaching our trenches. Although they were out on a different mission, when they saw what was taking place they descended to a low level and attacked the enemy infantry.

There could be no doubt whatsoever that the Rumanian 4th Army had suffered very heavy losses at Odessa. All our prisoners said so. We had reliable information that the enemy had withdrawn whole units to be reformed. But they were replaced by fresh troops. At least four divisions opposed each of our 25th and 95th divisions. There was almost one division to each of our regiments holding defences in the Eastern Sector.

While recalling that period I re-examined the situation report drawn up for the ODA Command on August 20, 1941. The Odessa defences then stretched for more than 80 km. The units holding these defences numbered 34,500 effectives. Of this number 660 men had submachine guns and 2,450 men were armed with semi-automatic rifles. We had 418 heavy and 703 light machine guns. Our field artillery numbered 303 guns, including antitank guns. We also accounted for

two operating tanks. The report made no mention of our aircraft, but a day later we informed Sevastopol that we had 19 intact planes in Odessa.

There were also coastal batteries and ships that supported the army with fire, and bombers which from time to time flew in from the Crimea. But all in all the correlation of forces was still extremely unfavourable to us.

Now when I examine the situation report drawn up in Odessa at the end of the second month of the war I am overwhelmed with a desire to place at its side the reports relating to a different time and different sectors of the front when at last we were able to place 100 and even 200 guns on a kilometre of the front, when we enjoyed complete numerical superiority in troops, aircraft and tanks. But, to get to that stage, we had to hold out in the summer of 1941 at places where the enemy had an enormous superiority in manpower and equipment. And that included Odessa.

After reflecting on the situation report and the information on the enemy forces the ODA Military Council decided to ask the High Command for reinforcements. We asked for only one infantry division, one armoured battalion and one fighter regiment, although we were not particularly hopeful that even part of our request would be granted. We knew that a new army was being formed to defend the Crimea. The general situation in the south was growing worse—the enemy was near Kiev, and had reached the lower Dnieper.

HQ of the Black Sea Fleet informed us that it was preparing to send new detachments of sailors to Odessa. They actually did arrive (a total of six detachments came in August) and were immediately distributed among the divisions and regiments. Shells began to be delivered regularly both by transport ships and warships. However, we were still short of shells, at times of one calibre and at times of another. Sevastopol had sent us 6,500 rifles and that was excellent (the reader remembers how the volunteers were equipped), but not enough.

On August 23, N. I. Sadovnikov recorded in the war diary: "The units of our army are very short of rifles, machine guns, mortar shells, 76-mm shells for regimental and divisional guns, and 122-mm shells. We have been completely drained of our trained reserves, our reserves are 400 untrained men."

I have carried my narrative till August 24, a day that is memorable for serious events in the Eastern Sector. But first I consider it my duty to tell the reader how Odessa itself lived at the end of August not only because men of the Maritime Army fought for it and breathed its air, but also because the city itself fought and increasingly merged with the front into a single entity.

Fascists are fascists. After capturing Belyayevka the enemy at once shut off the "Dniester" pumping station. At the very height of a hot southern summer Odessa, where close to 300,000 inhabitants had remained, was deprived of its main source of fresh water.

The Maritime Army was unable to recover Belyayevka with its own forces. The trouble with the water supplies had not come unexpectedly; a real danger that this might happen had already existed for three or four weeks. This did not make it any easier for the people, but it was not allowed to become a tragedy.

The ODA engineer units and the city utility workers had jointly put into operation old artesian wells, which had been registered beforehand, and drilled new ones in various parts of the city. Factory workers, scientists, Odessa old-timers, and everybody who knew where we could strike water helped in the solution of this vitally important problem. Two artesian wells with a considerable output were drilled, for example, on the territory of the shipyard and were connected to the water-supply system of the industrial Lenin District.

Fifty-eight wells were required to enable all the inhabitants to get water from their house and street hydrants at certain hours. The water began to be rationed—half a pailful per person a day.

As far as I know Odessa was the only city where the military situation made it necessary to ration water. And probably in no other city did the commandant have to issue orders to shut off all taps and water tanks and prohibit the watering of flowers.

Water was also needed to extinguish the fires caused by air raids. For this purpose it was drawn from the sea—pumps were installed on the seashore and special tanks were filled. Of course, that did not completely solve the problem, and it

often happened that there was no water with which to put out the fires.

Nor did the rationing of fresh water go smoothly everywhere immediately. I remember a day when the cooks of our HQ kitchen had no water for our soup, while in the casemate of our operations department there was no drinking water. Later we were given some sea water, and our doctor distributed some sort of tablets to freshen it with.

"It even tastes like mineral water," Kharlashkin, who was the first to dissolve a tablet in a cup of water, said rather uncertainly.

But the "mineral water" was no good, and our thirst only increased. Some of our people tried to quench their thirst with dry wine, saying that they had heard this was being done in the Caucasus. There was plenty of wine in Odessa, but it could not take the place of water.

The water drawn from the new wells was not as good as the water from the Dniester. The commanders of the ships arriving from Sevastopol often invited the Army Commander and myself to have tea with them brewed from tasty Crimean water; sometimes we allowed ourselves the pleasure, when there was the opportunity, to leave the Command Post. On big ships we could even take a fresh-water bath. But when we were caught there by a night air raid of Heinkels and Junkerses we did not feel quite as comfortable as we did on land.

The water difficulties did not affect the troops on the forward line of defence; they continued to get their supplies from the village wells.

Even before the rationing of water was introduced on August 25 the inhabitants of Odessa were put on food rations—bread, meat, fats and sugar. An inventory of the food showed that it would last about six weeks.

The army had some stocks of its own. T. K. Kolomiyets, the Chief Logistics Officer (and future commander of the Chapayev Division) and A. P. Yermilov, the Army Quartermaster, were able to make good use of everything that had been left at the different railway stations around Odessa and in the commercial port. While our defences were being built our supply groups often removed grain, flour and other foodstuffs from under the enemy's very nose.

The troops whose lines were near the already evacuated

suburban state farms helped groups of city inhabitants to reap the remaining harvest. Sometimes they did it under enemy fire. At night when the enemy aircraft did not hover over the roads the crop was transported to city bases.

That summer there was a good crop of vegetables and fruit. Rationed foodstuffs were also supplied to the people quite generously: at the end of August industrial workers received 800 grams of bread and office workers—600 grams daily. The shortage of water was much more serious.

But the population suffered most of all from the bombings. The air raids had for some time become a daily occurrence and often took place at night. Nobody could remember how many times a day we received telephone reports on the approach of bombers to the city from land or sea and the relaying system announced: "Attention, citizens! Air alert!" At such moments dozens of electric sirens were turned on in the city and were echoed by factory, locomotive and steamship whistles.

Odessa was heroically defended against air attacks by the batteries of the air defence brigade. But it was not always possible to utilise the entire power of antiaircraft fire; the shells were being saved for large group targets.

All the more important was the role of Major Shestakov's fighter regiment. However, it had very few operational planes. Brigade Commander Katrov continuously racked his brains about their distribution, in order to provide for the attacks of enemy troops, reconnaissance, escort of bombers flying in from the Crimea, and direct protection of the city and the port.

The brigade commander held the fourth squadron of the air regiment in special esteem. "Night flyers!" he referred to them respectfully. They had thoroughly mastered the techniques of night flying before the war, and this was of use now that the enemy bombers began raiding the city at night. The squadron of the night flyers was under the command of Captain Yelokhin, subsequently a Hero of the Soviet Union. This squadron was also famed for its commissar, Senior Political Instructor Semyon Kunitsa who was a skilful air fighter himself and who in July and August had shot down several enemy planes.

At the end of August the modest air arm of the Odessa Defence Area received a small reinforcement—a squadron of

I-16 planes commanded by Captain F. I. Demchenko of the 8th Black Sea Fleet Fighter Regiment. A few fighters of other types and two Il-2 attack planes had also arrived from the Crimea. Shestakov's regiment welcomed the naval comrades with open arms.

In many cases our pilots prevented the enemy from approaching the city, but they could not keep the enemy completely out of the city sky. And that was not only because we did not have enough planes, but also because the front line was very near and there was too little space to intercept the enemy bombers that broke through to Odessa from all directions. Explosive and incendiary bombs dropped on the city day and night. The extinction of fires and the clearing of the debris became a daily occupation in Odessa.

The local air-defence system was made up of salvage and rescue teams who lived in barracks and were always on the alert. Usually they had to rescue people who had hidden in basements and were unable to get out after the buildings had collapsed.

All that remained of some buildings was a pile of crumbled sandstone, and however hard the rescue teams may have tried they were not always able to get down to the basement the same day. Sometimes they were too late.

I remember the tragic conclusion of difficult excavations in Remeslennaya Street (since named Osipov Street, in honour of the commander of the 1st Naval Regiment) where the rescuers did not find a single person alive in the basement of a big house; tens of people, including children, had suffocated there. In another case a weakened, but unhurt little girl was extricated on the third day from the basement of a house demolished by a bomb. One heard quite a few stories of this kind with both happy and unhappy endings.

As they became more experienced, the rescue teams learned how to gain time. They learned that it was best to dig into the basement of the collapsed building not from the top, through a mountain of pulverised stone, but from the basement of a neighbouring house. The people gradually understood that the shelters under buildings of local coquina (almost every building in Odessa was built of coquina) were safe only until hit by a bomb. Slit shelters were considered more reliable and began to be dug everywhere. These very simple shelters did not let the inhabitants of Odessa down.

Only on two occasions throughout the defence of Odessa were there casualties and they were from direct hits.

The enemy air raids reminded the people of Odessa of their famous catacombs—the underground labyrinths where the stone of which the city was built had been quarried for about 150 years.

It was quite easy to get into the catacombs, for there were many entrances both in the centre and on the outskirts of the city, and people gradually moved into them. Later, when shelling was added to the bombing, tens of thousands of people took shelter there. The city authorities even had to do something to make them fit for habitation; they installed electricity and set up food booths.

I did not often go to the city, but whenever I walked through its streets I saw it, as it were, anew. By the end of August the barricades became a usual sight. It was harder to get used to the increasing ruins. Otherwise, it was not so much the appearance of the city that had changed as the general tenor of its life. Odessa had grown stern and calmer (if, of course, no bombs were exploding and antiaircraft guns were not firing), but somehow it still remained sprightly and mettlesome. I both recognised and failed to recognise the city I had become acquainted with before the war.

About half the city's population had left for the interior. Still more people could have been evacuated. The sailors often reported that some transport ships were returning to the Crimea underloaded. The inhabitants of Odessa had always been known for their attachment to their city, and now this attachment showed itself more clearly than ever before. They believed that the city would hold out and helped it to hold out in every possible way.

Before the war Odessa had had no war industry, while the factories which could have been relatively easily adapted to produce weapons of one kind or another had been evacuated with their main equipment and skilled workers. Nevertheless, although besieged by the enemy, Odessa began to produce arms.

The incendiary bottles had only been a modest beginning. The situation in which the Maritime Army found itself when the enemy had cut it off from the land necessitated a

search in Odessa not only for additional manpower, but also for new sources of replenishing its weapons.

"If we can manufacture grenades, we can certainly also produce mortars," said Ryzhi, our artillery commander.

He investigated the industrial enterprises himself, while Sofronov, our army commander (this was before the formation of the ODA) discussed the question of the shortage of mortars with Nikifor T. Kalchenko, the Chairman of the Regional Executive Committee.

Kalchenko often came to see us at the Command Post. Soon he arrived with a group of workers and engineers.

"I've brought you some consultants. You can depend on them," he said.

Among them were a few who had already retired. However, they knew what the equipment remaining at the factories could be used for and where and what grades of metal were still to be found in the city; they also knew the old workers who, as long as they were needed, could go back to work regardless of age and ailments.

The workers asked to be shown the weapons we needed and thoroughly examined the models of our mortars. The "consultants'" faces, concentrated and frowning, gradually brightened up; it seemed it would be possible to practise "such jiggers" in Odessa.

The visitors were also shown a machine gun and were told that we were also short of this weapon. As regards machine guns, however, the old workers could not say anything reassuring because too many intricate parts were involved.

The manufacture of mortars was started sooner than might have been expected. Within a few days we received several samples. The workers who had carried out this task had worked ceaselessly for three days. During the ensuing six weeks the Maritime Army received, mainly from the January Uprising Factory, more than one thousand 50-mm mortars and more than two hundred 82-mm pieces.

No City Defence Committee was organised in Odessa, as was the case later in Sevastopol and other cities threatened by the enemy. Its prototype, however, was essentially the operational group headed by N. P. Gurevich, the Secretary of the City Party Committee. The group was in charge of everything pertaining to the local resources that could be used

to help the army—building fortifications, forming tank destroyer battalions, air defence and maintenance of order in the besieged city. Before the ODA was organised, Gurevich had coordinated his efforts with the army command, and I often saw him at Sofronov's or Shishenin's. The question of arms production just beginning in Odessa was also discussed there in the first instance.

Later a special production group headed by Y. M. Mizrukhin, Deputy Chairman of the Regional Executive Committee, was made responsible for the manufacture of weapons. The work of this group was supervised by the Defence Area Military Council. Army HQ no longer had to deal with the organisation of arms production. Yet its scope made itself felt more and more.

By the end of August, some 20 Odessa factories had either already started or were organising the production of weapons. From the Krasny Profintern, the Kinap factories and even small shops that had previously manufactured children's toys the fighting men were now receiving antitank and anti-personnel mines (I remember that for some of them tin cans labelled "Caviar", "Khalva", etc., served as cases). The Bolshevik Factory that had formerly manufactured linoleum, now supplied explosives for these mines and hand grenades. At first there were some difficulties with detonators, but the local inventors devised a fuse and thus solved the problem. The output of grenades reached 5,000 a day. Lyashenko, a military engineer, designed trench flame throwers which began to be manufactured from soda water cylinders. One of the factories learned how to produce telephone cable very much needed by the troops.

The reader must not think that all this was easy to organise. Even under normal conditions a factory equipped with appropriate machinery and materials and having experienced labour requires a great deal of effort and time to change over to the production of new commodities. The Odessa factories had to start production of new commodities on equipment intended for totally different purposes and had to work with the raw materials available in the city. There was a shortage of skilled labour, for thousands of yesterday's housewives and untrained adolescents had come to the factories. The people knew, however, that their production was needed by the front that had come dangerously

close, and at times they did what they themselves had formerly probably considered impossible.

The factories were often visited by Divisional Commissar Voronin. Sometimes he returned at dinner or supper time and with admiration told us how the Odessa women were working, how the old workers stayed in their shops for days on end, managing to turn out two or three work quotas and at the same time to teach the novices.

As far as I can remember, it was on Voronin's initiative that the ODA Military Council decided to put the workers, who were manufacturing arms, on Red Army rations. The Regional Party Committee introduced appointed military commissars at the munitions factories, who were old Communists and experienced Party workers.

Naturally the potentialities of the factories that remained in the city were not unlimited. They could not supply the army with rifles, cartridges or shells. But mines, grenades and mortars also meant a good deal. Very important, too, was the repair of guns that had been organised by the factories. The improvised tank-repair shops at the January Uprising Factory managed to send back to the front the tanks that had been damaged at the very beginning of the war. After equipping the first armoured train that had already fought in many a battle the same factory built other armoured trains.

One day three armoured vehicles whose make no specialist unacquainted with their history could have recognised, crawled out of the factory gate with a terrible clang and roar. They were the first Odessa tanks.

Many ingenious and persistent people were involved in the development of these tanks, but two persons in particular were P. K. Romanov, the Chief Engineer of the January Uprising Factory, and Captain U. G. Kogan, Artillery Instruments Engineer from Naval Base HQ (later he was transferred to ODA HQ). It was they who suggested that ordinary artillery tractors should be equipped as tanks.

The position in Odessa gave rise to the most unexpected and at times unrealistic projects. Someone, for instance, suggested that tram-cars be turned into small armoured trains should we have to fight on the city outskirts. The idea of making tanks from tractors was at first received with some mistrust. Nevertheless, three STZ-NATI tractors were set aside for the experiment, and Captain Kogan was given a



L. P. Bocharov (picture
taken in 1950)



G. D. Shishenin



N. K. Ryzhi and N. A. Vasilyev in the border area.
June 20, 1941



G. P. Sofronov



N. Y. Chibisov



A political talk in the
Chapayev division



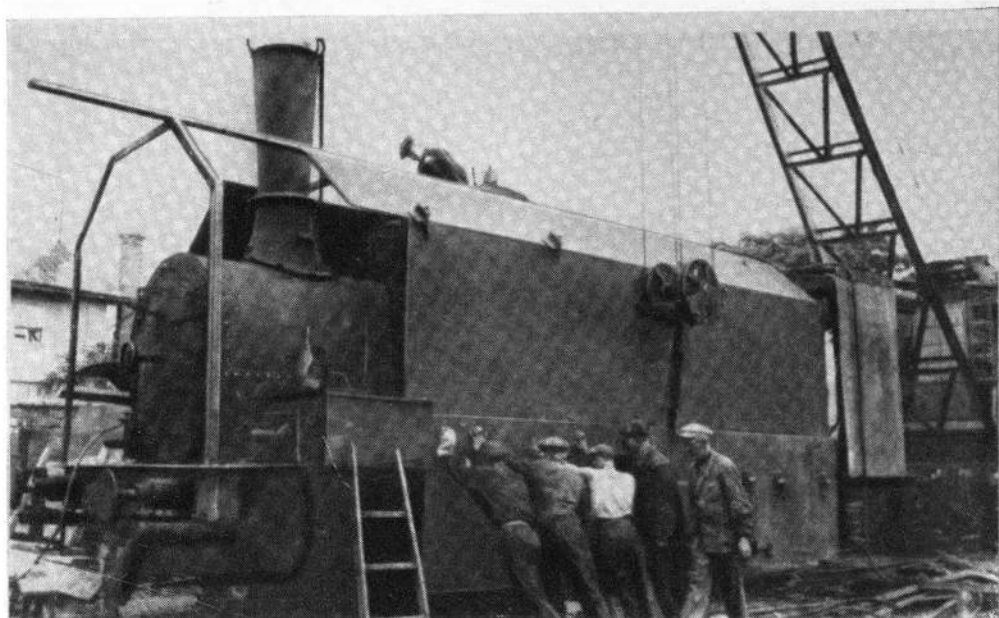
V. F. Vorobyov, Commander
of the 95th Infantry Division,
talking to his men



F. N. Voronin



G. V. Zhukov



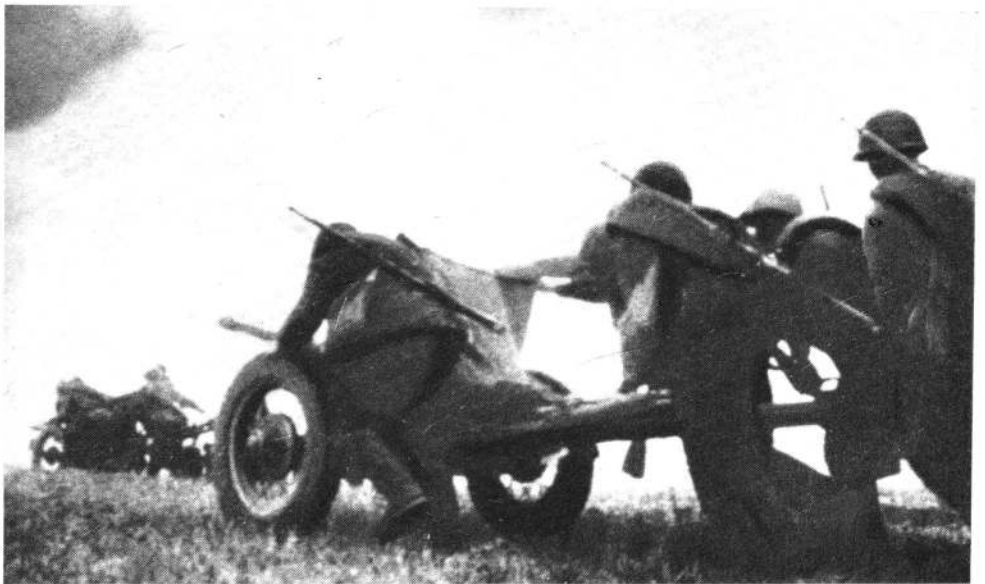
An armoured train being
built at the January Uprising
Factory



Citizens of all ages took
part in setting up barricades



Y. I. Osipov



Artillery crews rolling their
guns to fire positions



S. I. Serebrov



V. N. Yeroshenko



I. N. Nikitenko



F. S. Blinov



A. A. Malovsky



Y. G. Breus



Young soldiers receiving
Komsomol cards before going
into battle



N. V. Bogdanov



Howitzers on fire positions
in the corn field



I. Y. Petrov (right) at his
command post



N. I. Derevyanko (picture
taken in 1957)



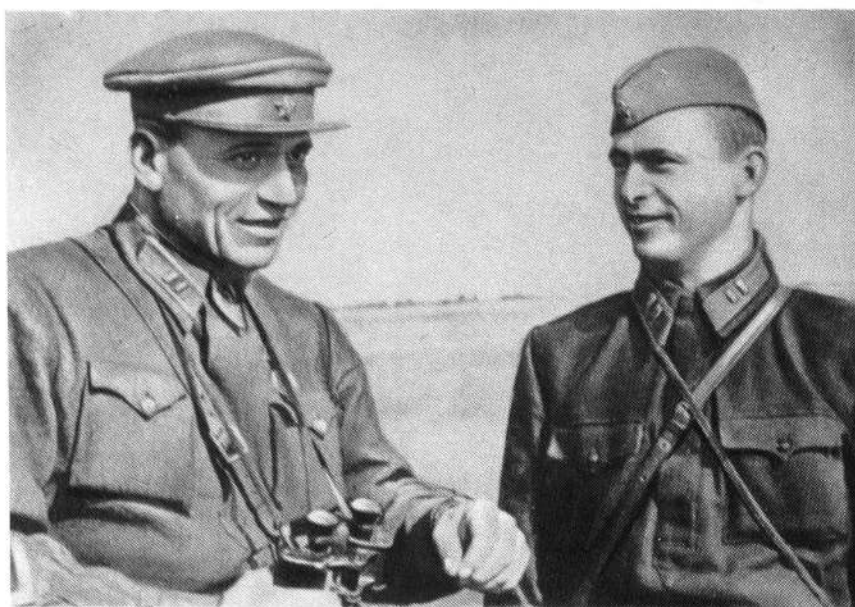
I. P. Bezginov (picture taken
in 1946)



D. G. Sokolovsky



V. P. Sakharov



Major T. D. Belyuga, Commander of the 90th Regiment,
and Battalion Commissar
I. F. Sinchenko



Rehabilitating a damaged tank



D. I. Tomilov



A. F. Khrenov (postwar picture)



The 1st Naval Regiment in attack



D. I. Piskunov



Alexander Nechiporenko



Long-range guns captured from the enemy during the counterblow on September 22



G. M. Kochenov



P. A. Bobrovnikov



Captain A. I. Kovtun-
Stankevich (left) assuming
command of the regiment
(P. A. Brovchak, regimental
c-of-s, in centre)



G. F. Godlevsky



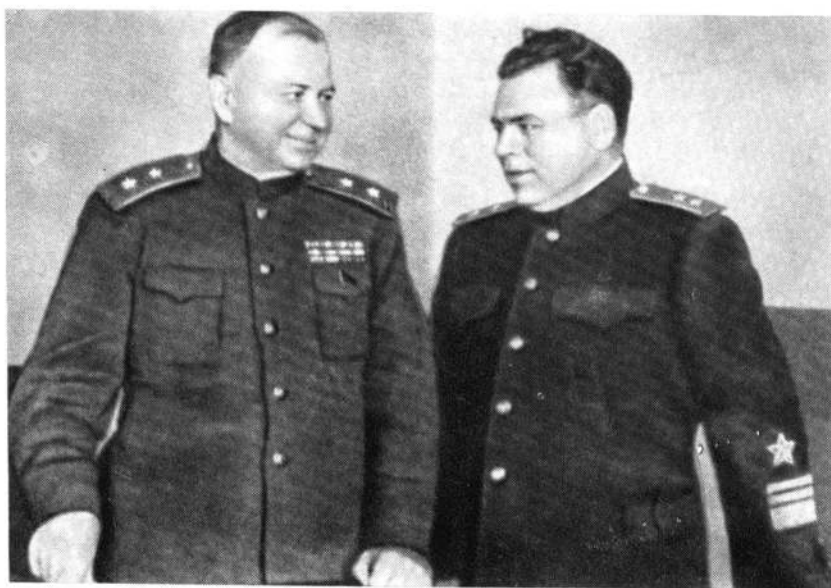
Troops embarking in Odessa
to be transferred to the
Crimea by GHQ decision



V. A. Vrutsky



M. S. Sokolov



G. P. Sofronov and
G. V. Zhukov, two of the
leaders of Odessa defence,
meeting again in Odessa
liberated from the enemy

document instructing all city organisations to help him find the necessary materials.

The designers undertook to build three tanks in ten days, which they did. The workers of the January Uprising Factory who equipped these tanks were helped by workers from many other factories. The turret parts were manufactured in the tram shops where there was a good boring and turning lathe. The ship repair yards and the naval base supplied naval sheet steel. The armour was made of two layers of this steel with wood or rubber in between; the tests conducted at the factory showed that this armour could provide enough protection against splinters and bullets at least, if not against shells. Machine guns were mounted in the turrets of two of the tanks, and a 37-mm mountain gun was found somewhere for the third.

It now remained to discover what these tanks could do in battle, and they were, therefore, sent to the Southern Sector directly from the factory. One repaired tank was sent with the three "tractor" tanks. The crews consisted of volunteers—Red Army men, sailors and factory workers familiar with the equipment.

Senior Lieutenant Yudin's tank platoon headed one of the Chapayevites' counter-attacks beyond Dalnik. Without waiting for the report on the combat test of the tanks General Petrov sent a request to army HQ to leave them in his division.

The results far exceeded all expectations. Never having seen any of our tanks in this sector before the enemy was completely taken by surprise and was driven out of his forward trenches. Our men at once invented a name for the new tanks—"Strike Terror", ST for short.

This nickname became the unofficial trademark of the new tank and was very apt, for despite its light armament and weak armour the ST tank looked rather formidable and, while in motion, made a tremendous racket.

After the first battle the tanks clanged through the city streets again and returned to the factory for inspection. As had been expected, the splinters and bullets had only dented them. A 45-mm shell that had hit one of the tanks went right through the stratified armour and fortunately neither the crew nor the engine was damaged. On the whole the tanks had passed the test.

The ODA Military Council immediately decided to build 70 more such tanks from tractors. In addition to using the January Uprising Factory the production group was instructed to make use of the facilities of three other factories. However, we could not expect this order to be completed very quickly.

On August 22, when heavy fighting was in progress along most of the Odessa defence front and there were no more reserves to be had, the Regional Party Committee decided that the secretaries of the city and district Party committees of the Ukrainian Communist Party should send all Communists and Komsomol members capable of bearing arms to the army.

This did not mean that the army would get a large new Party reinforcement for only about two thousand people, a little over one-tenth of its prewar composition, had remained in the Odessa Party organisation. This number included some very old people and others who could not leave their posts in the city.

The Regional Party Committee's decision meant that the Odessa Communists were sending their last reserve to the front.

The next day Leonid P. Bocharov, Chief of the Political Department of the Army, said to me: "The Party mobilisation will give us about 700 people. Among them will be workers of the City Party Committee. We are assigning Grigory Lokhov, the Head of the Transport Department, as political instructor to Osipov's regiment."

In those days meetings of Party activists were held in every city district. Our comrades who had attended these meetings told us what they had been like; most of those present were women, many elderly ones, while nearly all the men below 50 were in uniform.

The only question on the agenda of all the meetings was: "The tasks of the Communists in the defence of the city." The meetings discussed how the construction of new fortifications could be accelerated, how more weapons could be produced and what else could be done to help the army.

Operational teams of three headed by secretaries of district committees and subordinated to the city operational group were organised in the districts. Street-fighting detach-

ments of volunteers were distributed through the city blocks and the barricades; each day after working hours these detachments underwent military training. A twenty-four-hour civilian guard was placed at the artesian wells and other vitally important objectives.

So far Odessa was not called a hero-city; that came later. But it had already become a soldier-city, a front-line city, and like a soldier it was preparing for new battles.

THE ISSUE IS DECIDED BY THE EASTERN SECTOR

Despite the tense situation in the Western and Southern sectors, Army HQ was becoming increasingly confident that the troops would hold their new positions there. It was worse in the Eastern Sector which was not strong enough to repel the enemy onslaught.

On the morning of August 24, enemy tanks and infantry launched their main attack along Glubokaya Balka and drove a wedge between the Razin Regiment and the border guards. The coastal and naval artillery fire was directed at this place and fighter aircraft were sent to attack the enemy. The enemy suffered heavy losses, but disregarded them and tried to break through. It was impossible to re-establish the situation because Brigade Commander Monakhov had no reserves.

During the day the Army Commander, in consternation, went to Luzanovka. He soon returned more anxious than ever. By that time I knew that the enemy had managed to advance to Korsuntsy and the Ilyichevka state farm. The front between the Kuyalnik and Bolshoi Ajalyk estuaries was now close to the sea. East of the Bolshoi Ajalyk Estuary the territory remaining in our hands stretched in a narrow strip along the coast to the village of Chebanka.

Sofronov went up to the map, poked his finger into the bulge and said:

"We've got to get rid of this thing. We must throw in everything we've got, the sailors, the guards battalion and the Tiraspol signalmen, to re-establish the situation in the area held by the Razin Regiment. We can't get any more people anywhere, and Monakhov will not be able to hold a

front like this one, anyway. If we delay the enemy will simply cut off Chebanka and make it worse for us."

Sofronov never raised his voice even when excited; he would merely begin to talk very rapidly, which as a rule was not characteristic of him.

I thought Sofronov was right. The main thing was to drive the enemy back from Korsuntsy and Ilyichevka and to prevent him from reaching the sea west of the Bolshoi Ajalyk Estuary, especially Cape E. The shortening of the front in the Eastern Sector at the expense of the Chebanka bulge would release some forces for it.

There was actually nothing left of our army reserve. The two regiments of the cavalry division reinforced by sailors from the Sevastopol detachments and regarded as part of the reserve, now had their own zones of defence in the Southern Sector. (It was only this that had enabled us to make the lines of the Chapayevites somewhat denser.) Blinov's cavalry regiment which remained at the disposal of Army HQ had in the last few days been deployed at the junction between the Southern and Western sectors in case of emergency in either of them. Now Blinov was ordered to place himself at Monakhov's disposal. To transfer even a single battalion to the Eastern Sector from the other sectors was absolutely out of the question.

The Army Commander was also right that there was no time to be lost, for our intelligence reported that fresh enemy forces were being concentrated beyond the northern estuaries.

It was a question, however, not only of abandoning a strip of coast. The 412th Coastal Battery was stationed near Chebanka, one of the two latest and most powerful batteries in the area of the Odessa Base. "The pride of the fleet," the sailors called them. "They have a 20-mile range."

The batteries built to keep enemy ships away from Odessa were actually small coastal forts; they had 180-mm guns, command posts, power plants, ferro-concrete compartments for the crews, and ammunition rooms deep under ground.

Now pointing landward, the 412th Battery supported the right flank of the army. Latterly it had fired so often that the heavy gun barrels had to be replaced. The artillerymen had only just finished this difficult job, having completed it in one night.

Now we had to decide the fate of this battery. To withdraw the units from the bulge beyond the Bolshoi Ajalyk Estuary, meant that the battery would have had to be blown up. Of course, only the commander of the defence area could order that.

The situation in the Eastern Sector was discussed during the night at a meeting of the ODA Military Council. Possibly the decision that had to be taken was more difficult for Rear-Admiral Zhukov than for anyone else. It was he who had commissioned this battery which was the pride of the Black Sea Fleet.

I was not present at the meeting; only G. P. Sofronov was there from the army. But I knew that the members of the Military Council weighed all the pros and cons to find out whether there might not be some other solution.

If the front of the Eastern Sector was not to be shortened at the expense of the bulge they had to consider not only the danger of the enemy reaching the shore of the Odessa Bay, but the possibility that he might also break through to Peresyp. In that case it was time to start evacuating the inhabitants of the northeastern outskirts of the city which would be flooded if we destroyed the dyke of the Kuyalnik Estuary. This was regarded as the extreme measure only to be adopted if there was no other way of stopping the enemy.

Nor could we ignore the real danger of the enemy capturing the 412th Battery. On August 24, enemy submachine gunners had nearly broken through and a company of sailors was hard put to it to repel them with hand grenades. The long-range battery which was also invulnerable to air attacks proved almost defenceless against the enemy who was in the immediate vicinity. And if anything prevented it being put out of action at the critical moment the enemy might, after capturing the guns, train them on Odessa.

"If this happens, there will be no excuse for us!" escaped Zhukov's lips.

Zhukov controlled himself. Between 2 and 3 a. m. the decision was taken and was signed by all members of the Military Council.

But when Captain N. V. Zinoviyev received the order to blow up the 412th Battery he was sure there was some mistake. He telephoned the commander of the ODA and

twice demanded confirmation of the order. When the battery commander announced the decision of the Military Council to the men their eyes filled with tears. For naval coast-guards a battery means as much as a ship does to sailors.

While our units were being withdrawn from the Chebanka bulge, the 412th Battery managed to fire every one of its shells at the enemy. The sailors of the 1st Regiment and the battalions attached to it joined the counter-attacks launched in the adjacent zones of defence. Mine sweepers and motor-boats were sent to Chebanka in case the enemy succeeded in cutting off the battery while it was still firing. The destroyers of the Odessa Base were ready to cover their approach to the shore.

However, the artillerymen did not need to embark. After their last volley they blew up the guns and withdrew by land. Captain Zinoviyev's battery personnel joined Osipov's regiment.

The materials of the Nuremberg Trial published after the war contained Hitler's letter to Antonescu advising the Rumanian command on how Odessa could be captured more swiftly. Part of the letter read: "The main thing is to approach the coast from the northeast, i.e., in the zone of operations of your 5th Army Corps, in order that the port structures of the city may be brought under heavy artillery fire."

This advice was given at a later stage than the period I am now describing, namely, at the beginning of October. It can be taken for granted, however, that without any prompting by the Fuehrer the command of the 4th Army that besieged Odessa pursued the same aim whenever it tried to breach our defences in the Eastern Sector.

The decisive area at the end of August was the 12-km zone of the front between the Bolshoi Ajalyk and the Kuyalnik estuaries. The 13th and 15th enemy infantry divisions attacking in this area were reinforced by new units. It was becoming clear that after failing to break through to the city from other directions the enemy made this the main direction of his attacks.

As I examined the map plotted with the latest information I realised that so far nowhere near Odessa had it been so vital for us to prevent the enemy from penetrating any further and even to make him retreat a little. Although the

front had come quite close to the city from the south and west, still Vakarzhany and Peterstal were farther from the Odessa outskirts than Korsuntsy and Ilyichevka.

Nor was this the only problem. There were now only a few kilometres between the front and the northern shore of Odessa Bay, and this meant that the enemy was cutting into the rear of the seaport that linked us with the Mainland.

To ward off this threat, the redeployed units of the Eastern Sector launched fierce counter-attacks. The artillery HQ manoeuvred with its available weapons, in an attempt to compensate for the loss of the 412th Battery. New destroyers with 130-mm long-range guns arrived from Sevastopol. On August 25 and 26, six or seven ships supported the right flank of the army. During those days the bombers based on the Crimean airfields flew close on 80 sorties.

These measures were not without result. Although the enemy brought in his reserves, his advance was stemmed. In some zones—at Alexandrovka, Ilyichevka and Gildendorf (Novoselovka)—our units even made the enemy retreat a little and so improved their positions.

Captain Kharlashkin, our representative, came rushing back from Brigade Commander Monakhov's group. He appeared excited and despite his usual neatness was covered with dust from head to foot—he was apparently in a hurry to report the details of the fighting and his ideas of the situation in the area of the Eastern Sector defended by the Razin, border guards and naval regiments.

They were all fighting heroically. The senior officers were at the forward lines of defence. Osipov and his Commissar Mitrakov themselves led their men in counter-attacks, the regimental commander on one flank and the commissar on the other. Major Malovsky personally headed a daring sortie of his border guards and cut into the enemy rear where they captured four light artillery pieces which they made good use of there and then.

But the enemy enjoyed enormous numerical superiority. Although the front line of the Eastern Sector had been shortened after the liquidation of the Chebanka bulge, it still lacked manpower.

"The Razin Regiment is short of 70 per cent of its combat strength," Kharlashkin reported. "Somehow it must be reinforced."

Two new detachments of sailors, about 900 men, that had just disembarked from the transport ships *Krym* and *Armeniya*, were assigned to the Razin Regiment. On hearing this Kharlashkin brightened up. But on second thought he began to argue that Osipov's regiment was also desperately in need of men.

He felt very keenly for all his regiments. Besides, he was right—the naval regiment also needed reinforcing. Of the 200 Odessa Communists mobilised by the Regional Party Committee and recently sent there many had already been killed in action or were in hospital. Fleet HQ was sending two more small detachments of sailors to Odessa. But I could not even promise Kharlashkin that they definitely would be assigned to the naval regiment, for by the time the detachments arrived from Sevastopol the men might be desperately needed elsewhere.

Odessa could not now be given either the infantry division or the tank battalion or even the fighter regiment the ODA Military Council was asking for. Admiral N. G. Kuznetsov, the People's Commissar for the Navy, sent us a telegram to this effect, in which he also said: "With enough forces and resources it is easy to hold any city". These words made us feel how difficult the general situation was on the fronts. Nevertheless, we were promised arms in the near future.

A day later, however, we learned that GHQ had detailed ten reinforcement battalions for the Maritime Army which were to embark in Novorossiisk. This was the first reinforcement from the Mainland apart from the sailor detachments.

We started inquiring when the reinforcement would begin to arrive. At best it could arrive on August 30. That meant we had to wait only three or four days. But every single day was important because the army was suffering heavy losses, especially in wounded. There were now only about 25,000 men remaining—9,000 less than a week earlier.

As yet the enemy was only trying to break through to Cape E on the shore of the Odessa Bay, which was convenient for shelling the city, but his long-range guns had been sited somewhere beyond the Bolshoi Ajalyk Estuary.

At 7:05 p.m. of August 25, the first enemy shell exploded on the territory of the port. From then on Odessa, which until then could only be bombed, found itself under artillery fire.

The enemy shelled the port and Peresyp—the industrial Lenin district, but apparently the shells could reach no further. The fire was so-called harassing fire, random and sparse, and probably delivered by a single battery. The enemy was not yet able to see where the shells were falling.

But when a city is shelled something is bound to get hit. And, although a five- or six-inch shell cannot do as much damage as a large bomb, people were far more affected by the shelling than the bombing. After an air-raid warning the people usually had time to take shelter. But the shells fell anywhere, quite suddenly, and sowed death in the streets. There was enormous tension in the port while ammunition was being unloaded, because if only one stray shell fell this could cause a catastrophe.

The shelling of the city did not take army HQ by surprise. When the Chebanka bulge had to be abandoned Colonel Ryzhi was instructed to prepare for a counter-battery struggle. However, it was not so easy to silence the battery that was now shelling Odessa. The guns were concealed somewhere in the hillside and could not be ranged. Fire from the shore and ships over that area proved ineffectual.

Meantime the general situation in the Eastern Sector had again changed for the worse. On August 27, Alexandrovka and the larger part of the Ilyichevka state farm fell into the hands of the enemy. On the isthmus, between the Kuyalnik and Khajibei estuaries, fighting was in progress for Ilyinka. HQ of the Sector reported that it was becoming increasingly difficult to hold out on the right flank, at the Bolshoi Ajalyk Estuary. The enemy was attacking incessantly having apparently decided to break through at all costs to the coastal village of Fontanka, and to Cape E.

After the redeployment the right flank was held by the border guards. During the past few days the regiment had suffered heavy losses. The regiment's reserve battalion had to be transferred to the Western Sector a little earlier. The green-capped border guards were true to their tradition of stubborn courage. They no longer had any reserves but they themselves acted as a reserve of officers for neighbouring units.

In the evening of August 27 we were told of an incident that had occurred during the fighting that day. At the junction between the regiment of border guards and the naval regi-

ment a naval battalion commander was wounded. Before the sailors could replace him a courageous soldier of the border guards assumed command of the unit which was now a battalion only in name. It was one of those cases when men, finding themselves without a commander in a very difficult situation, wholeheartedly accept the authority of a brave, resourceful comrade, follow him and obey his commands to the end.

All we knew about this man was his name—Afanasyev.

“Let’s see what he looks like,” the Army Commander said. “He may not be able to command a battalion, but we can certainly give him a platoon.”

About three days later the army order read: “Red Army man Y. A. Afanasyev, born in 1921, worker, member of the Komsomol since 1936, general schooling—9 years, no military education. . . .” Private Afanasyev and several more men and sergeants of the 26th Border Guard Regiment, who had displayed qualities of leadership in the field of battle were promoted to junior lieutenants.

On August 28 Major Malovsky, the brave and efficient commander of the Border Guard Regiment, was reported to be severely wounded. His place was taken by battalion commander Captain G. A. Rubtsov. Later, in Sevastopol, the regiment was known as the Rubtsov Regiment.

The news reaching us from the Eastern Sector that day became increasingly more alarming. Despite all the efforts of our troops to stem the onslaught of the enemy divisions, still the enemy broke through to Fontanka.

Next to Fontanka, on Cape E dominating Odessa Bay, stood the 21st Coastal Battery. Not so new as the 412th, but of a larger calibre—203-mm—it played an important role in the fire support of the troops in the sector, especially since the battery at Chebanka was no more. Now the 21st Battery stood in the path of the enemy units that had penetrated our defences.

At first the artillerymen fired on the approaching enemy in accordance with the data furnished by their fire adjustment posts. Later Captain Kuznetsov, the commander of the battery, too saw for himself the enemy skirmish lines through his telescope.

Heavy coastal guns are not intended for close combat. Besides, the battery was running out of shells. When the

attacking infantry approached the barbed wire entanglements in front of the battery the commander and his men came out to meet the enemy with hand grenades and joined the infantry unit that covered the battery.

While this was taking place the ODA Command was trying to decide what was to be done with the battery; the danger that it might be captured by the enemy was increasing. K. I. Derevyanko, Chief of Staff of the Naval Base, maintained permanent telephone communication with the command post of the 21st Battery. The telephone operator kept answering: "The commander and all the artillerymen are in the trenches."

Later Commander Derevyanko related: "Suddenly I heard an inconceivable crackle, and the battery telephone operator stopped in the middle of a sentence. Rear-Admiral Kuleshov, Commander of the Base, was at my side; both of us thought it was all over with the battery. Suddenly I heard the voice of the same telephone operator again. 'Excuse me,' he said, 'I left my post to take part in hand-to-hand fighting.' That's exactly what he said."

The order of the ODA Commander to have the guns put out of action was transmitted by the Base Chief of Staff to the battery. Under the circumstances there could be no other decision. Motor-boats left the port to pick up the personnel of the 21st Battery.

But the motor-boats came back without the artillerymen. As a result of the grenade battle and hand-to-hand fighting that lasted about 30 minutes the enemy had been driven away. The sailors from Osipov's regiment who arrived in good time hurled the enemy still farther back. Leaving a small group of sailors to guard the damaged guns and the rest of the battery equipment, Kuznetsov and his other men joined the sailors.

The citation list of the Commander of the 21st Battery recorded that his courageous and resolute action helped to keep the enemy out of Cape E. Alexander I. Kuznetsov was recommended for the Order of the Red Banner. The decoration, however, was awarded posthumously for the naval artilleryman was killed in land action.

August 28 and 29 were critical days.

Cape E was still in our hands, although we were unable to recapture nearby Fontanka. This meant that the artillery

shelling Odessa could take up more advantageous positions. Far more dangerous, however, was the fact that the enemy had approached Kryzhanovka, only a stone's throw from Peresyp. A further enemy advance in the Eastern Sector was fraught with fatal consequences to the whole of the Odessa defence.

Very few people remained at Army HQ. All those who were not absolutely indispensable had gone to the firing lines. The whole political department was also at the forward lines of defence. The telephones rang alarmingly. The units no longer asked for reinforcements—they knew we had no reserves. All they asked for was fire, increased artillery support.

I maintained continuous contact on these questions with Colonel Ryzhi and Derevyanko, Chief of Staff of the Naval Base, Major Vasilyev, Chief of the Artillery Staff, had been assigned to the Eastern Sector and he was at his post.

An order to support the right flank of the army had for the first time been given to the coastal batteries located at the other end of Odessa—the 411th (like the 412th at Chebanka) and the 39th. Their shells flew across the entire city. Destroyers and gunboats were delivering fire from the outer roadstead.

In the morning of August 29 the number of ships increased. The cruiser *Chervona Ukraina* and the destroyer leader *Tashkent*, the newest ship of the Black Sea Fleet that had already been to Odessa, arrived from Sevastopol.

In the city itself one could hear a continuous rumble of artillery from the sea rather than separate volleys.

Base HQ had recently done a good deal to improve the accuracy of naval fire on land targets. The network of fire-adjusting posts established by the sailors was now being tested in action.

"The fire-adjusting posts in the Eastern Sector have been warned that the fate of Odessa might depend on them," said Commander Derevyanko when we arranged for the allocation of the targets among the ships. "Filippov has gone there himself."

The Chief of Staff of the Base always spoke with great respect of his artillery flag officer—Captain Filippov—who was his senior both in rank and age. He was an experienced sailor who had fought in the Civil War.

For the sailors the support of the right flank of the Army increasingly developed into an artillery duel. After capturing new positions on the coast the enemy also delivered fire on our ships. The destroyer *Frunze* had been damaged by a direct hit; some of its crew had been wounded. Its commanding officer—Lieutenant-Commander P. A. Bobrovnikov—had also been hit by a splinter, while on the bridge.

But the enemy was unable to drive the ships away from the coast. Some of the commanding officers of the ships tried, under smoke cover, to manoeuvre closer to the shore in order to deliver more accurate fire on the enemy batteries that were shelling them. The destroyer *Nezamozhnik* under Lieutenant-Commander N. I. Minayev had already silenced a number of enemy batteries.

In the afternoon of August 29 Derevyanko telephoned:

“Good news, Comrade Colonel. Yeroshenko has neutralised the battery that shelled the port and Peresyp. He may even have destroyed it.”

Commander V. N. Yeroshenko was the commanding officer of the destroyer leader *Tashkent*. I had only seen him once, but most likely remembered him because of his colourful appearance—a heavy-set sailor with a weather-beaten face and black Cossack moustache.

Could he really have destroyed that battery? Firstly, it had to be detected. But the Eastern Sector confirmed that the battery had been detected and silenced; according to the naval fire adjusting post, it was destroyed.

Later we learned the details. The destroyer leader had at first been given other targets, but the battery had opened fire on the cruiser and then on the *Tashkent* the moment they had left the harbour and were sighted by enemy observers. For some time the *Tashkent* fired without effect on the square where the battery was supposed to be. Only later, when the battery had already got the destroyer's range and it became increasingly difficult to evade its volleys, did the ship's high-efficiency range finder discover the battery in one of the folds on the shore. The location of the battery had also been discovered by the shore fire adjusting post at the same time.

What followed was already easier: the *Tashkent* had excellent 130-mm turret guns and up-to-date fire-control instruments. True, the enemy tried to confuse the fire adjusting posts by suddenly transmitting false information on the

same wave. But the men at the fire-adjusting post realised this and they warned the destroyer leader that only corrections transmitted with the names of the ships' radio operators should be acted upon. Soon the post discovered that the target had been hit. Our men could even see the remaining enemy artillerymen fleeing from the smashed or damaged guns.

When the destroyer leader entered the harbour the sailors accorded it full honour as only they can do. A flag signal hoisted at the roadstead post read: "Learn from the *Tashkent* crew how to fire and behave under fire."

That day no more enemy shells exploded in the port. But we knew that this could not be for long. Whether the destroyer leader had destroyed or only silenced the enemy battery, it could not be the only one near Odessa.

On August 30, the shelling was resumed; the following day it was intensified and continued day and night. It transpired later that the fire had been delivered by the enemy's 11th Heavy Artillery Regiment and no longer from beyond the Bolshoi Ajalyk Estuary, but from west of it, nearer the city.

Of course, our ships fired not only on the enemy batteries. The fire adjusters directed their fire on concentrations of infantry and tanks, as well as on the roads along which the enemy transported reinforcements to the front line.

On the other hand, the enemy air force became more active against our ships. On August 30, bombs dropped from a high altitude damaged our beautiful *Tashkent*. The destroyer leader remained afloat and managed to reach Sevastopol under her own power, but required extensive repairs.

Many a time in those days our field artillery saved the situation in various parts of the Eastern Sector. It was only the field artillery that helped to stop the enemy between the Kuyalnik and Khajibei estuaries.

The enemy put into action up to two fresh regiments on the narrow isthmus which was held by the same battalion of the 136th Reserve Regiment, nothing being available to reinforce this area that had for so long been rather quiet.

But the isthmus was also watched by our neighbours on the other bank of the estuary—the Western Sector. Heavy fighting was in progress there, too (I shall refer to this again), but Colonel Piskunov, the Artillery Commander of the Sector, never forgot that his fire support might be needed by his right-hand neighbour. At any rate, the report responding to the

order to render such support stated that the batteries sited on the high western bank of the Khajibei Estuary were already firing on the enemy infantry that was attacking on the isthmus.

A barrage was also fired by the artillerymen who occupied positions on the isthmus itself. But despite his heavy losses the enemy overran a battalion of our reserve regiment and continued to advance.

A battalion of the Razin Regiment was being brought up to the isthmus from the other side of the Kuyalnik Estuary. But unless there was a strong-willed, resolute commander capable of rallying the small available forces at the breakthrough area any such help might have been too late.

Major Vasilyev, Chief of the Artillery Staff, was on the isthmus when the enemy attacked. As the senior officer he assumed command of the remnants of the infantry battalion and the batteries of the howitzer regiment, while Major Bogomolov, who was there with Vasilyev, became his chief of staff.

The fighting lasted all day, but its issue was apparently predetermined by the few hours when Major Vasilyev and a handful of men, too small in number to re-establish the defences from estuary to estuary, entrenched themselves in an antitank ditch beyond Protopopovka and with the support of the artillerymen stopped the enemy who was already becoming exhausted. The enemy breakthrough to Peresyp from that direction was prevented.

This battle alone, fought on a narrow strip of parched land between two Odessa estuaries, probably deserves much more detailed and vivid treatment, but, as in many other cases, I cannot go into greater detail. To those who expect this, I can only say that everything in this book is told as viewed through the eyes of the Army Command Post. Although the overall picture appeared clear, this did not apply, unfortunately, to various details and isolated incidents. The march of events was such that often it was impossible to discover what had taken place before.

But no details are necessary to appreciate what it meant to stop the enemy between the Khajibei and Kuyalnik estuaries; it is enough to take a look at the map. The enemy was less than five kilometres away from Peresyp.

The battalion of the Razin Regiment that had been brought to the isthmus had to be left there. Two anti-aircraft battalions

were transferred to the main zone of the Razin Regiment; we could not do without them.

On August 29, the cruiser *Chervona Ukraina* landed 720 sailors—the last detachment of Black Sea volunteers. We knew that many more sailors asked to be sent to the front from their ships and from the coast-guard units in the Crimea and the Caucasus. But in all probability, it had not been easy to release even this detachment because usually there are no spare men either on ships or batteries.

The six detachments of sailors sent to Odessa during the most trying days at the end of August were distributed throughout the Maritime Army. Each regiment now included men of the fleet.

On the day when the last detachment of sailors arrived, the first 5,000 men of the reinforcement detailed to Odessa by decision of GHQ were already on their way from Novorossiisk.

Reinforcements were on their way, but meanwhile in the Eastern sector critical battles were being fought on lines from which there could be no retreat; behind were Sortirovchnaya, the Kuyalnik Estuary dyke and Peresyp. HQ of the Sector was now at the Krassin Factory in Peresyp and the front could even be reached by a city tram.

We paid a high price for stopping the enemy divisions straining to break through to the northern gates of Odessa. Only 42 men remained in the 1st Battalion of Osipov's regiment and 80 in the 2nd. It was the same in a number of other units. Yet we managed here and there to force the enemy to retreat a little before the reinforcement arrived. We had pressed the enemy back a very little, but even this was important.

As I have already mentioned, one of the regiments of the cavalry division was again operating in the Eastern Sector. Together with Osipov's sailors the cavalrymen fought for the hill at the Nikolayevskoye Highway. The cruiser *Chervona Ukraina* entered the Odessa Bay on four successive days and gave them supporting fire. This hill projected as a very dangerous wedge into our positions. Unless the enemy was dislodged from there it would be hard to hold the adjacent areas.

Here, fighting on foot, the dashing squadron commander Ivan Kotenkov and his commissar Ivan Petrenko laid down

their lives. The commander was the first to be killed. The commissar replaced him and, as the men told us later, several times he led them in counter-attack with his favourite cry: "Squadron, the whole of Odessa looks to us!"

Counting on holding the hill, the enemy had not withdrawn the few light guns he had, while there was still time. When the Soviet troops captured the hill and seized these guns and their crews, they discovered that behind the battery's firing position, German submachine gunners had sat in small trenches with their weapons trained on the Rumanians. That was how the nazi command ensured the "staunchness" of its allies.

The reinforcements from the Mainland were to arrive in the port which was under artillery fire. The command of the naval base did all it could to avoid possible losses occurring during disembarkation. The previous day the sailors had reluctantly blown up the small white tower of the historical Vorontsovsky Lighthouse which could serve as a reference point for the nearest enemy batteries.

Meantime Major Sèmechkin, Chief of the Personnel Department, kept allocating and reallocating the expected reinforcements to the sectors and units. The changes in the situation in the different parts of the front and the latest casualty figures (on August 29 the wounded alone numbered more than 1,200) repeatedly made him alter his initial plans.

By the morning of August 30 it was finally decided that of the 5,000 new men, 1,500 would go to the Eastern Sector. The rest were to be divided among the Chapayev, the 95th and the cavalry divisions.

The reinforcement battalions managed to disembark quietly—the shelling of the port was resumed later (on the day after the destroyer leader *Tashkent* had silenced a long-range battery). The reinforcements went to the units, to the forward lines of defence directly from the piers. The road to all the sectors lay through the city, and Odessa saw the new men who had come to its defence. It is not hard to imagine the enthusiasm aroused at the sight of the columns of vehicles with Red Army men in the Odessa streets.

I, too, saw the first echelon of the large reinforcement from the Mainland. I knew how these fresh fighting forces were

awaited at the front: everybody inquired about them, everybody urged us to make haste.

Some time after, V. F. Vorobyov said to me:

"I can't imagine what would have happened, had the reinforcement been even a day late."

For the Eastern Sector, every hour counted. There the situation was more alarming than elsewhere. The evening report informing HQ that the enemy attacks that day had been repelled, added, "with the participation of today's reinforcements".

The reinforcement could have been thrown into action from the march; the men were reservists, but well trained. Moreover, they were, in the main, workers of whom many were Party and Komsomol members.

It is high time I told the reader that in the Eastern Sector the reinforcement was now allocated to the regiments not by Brigade Commander Monakhov's group, but by the Odessa Infantry Division.

I have already mentioned how badly we needed a powerful all-arms unit in this direction. It was a sore subject, and when the ODA Military Council asked the Senior command to reinforce the Maritime Army with a fresh division we thought, of course, it would be on the right flank, where we had formerly expected, but did not get the 30th Mountain Infantry Division, and where three separate regiments later took up defensive positions.

A new division could not yet be sent to us. Meanwhile, the existing troop control structure in the Eastern Sector had not justified itself, and this was particularly evident during the heavy fighting in August. When it became clear that the Maritime Army was being given a substantial reinforcement, our cherished idea of forming an infantry division for the right flank on the spot took final shape.

The Military Council decided this matter at the height of the fighting on the approaches to Peresyp. Nor did we wait for a lull which nobody knew when to expect. It really was a baptism of fire for the 3rd Division of the Maritime Army—the Odessa Division, as it was first called.

Naturally the question of a commander arose. We saw no particular faults with Brigade Commander Monakhov who had headed the Sector since the beginning of the defence. It

seemed more advisable, however, bearing in mind his experience and personal qualities, to place Colonel Kochenov, the former Commander of the Tiraspol Fortified Area, in command of the new division.

During the night Kochenov (he had latterly acted as garrison commander) was summoned to G. P. Sofronov at army CP. I was also there when F. N. Voronin and I. I. Azarov, members of the ODA Military Council, and M. G. Kuznetsov, Member of the Army Military Council, came in. Rear-Admiral Zhukov was not there, but his opinion coincided with that of the others and was well known.

"Well, will you be able to command a division in the Eastern Sector?" Sofronov asked Kochenov point-blank.

Kochenov did not take offence at the question; at any rate, did not show any. However, his answer was cautious:

"There is no division there as yet; just a sort of conglomerate."

"Anybody can command a normal division," Voronin said in jest. "You go and command what we have. . . ." And at once, looking more serious the divisional commissar continued: "There, between the estuaries and the sea, we need a new fortified area. Perhaps not one you can really call a fortified area, but a defensive area with ordinary field fortifications instead of permanent emplacements. However, it must have a well thought-out system of fire. And, what is most important, it must be impregnable and must reliably cover Peresyp, the northern gate of the city, and the shore of the Odessa Bay."

The conversation was short, there were other things to be dealt with.

"You agree, then," Sofronov concluded. "Get your assignment and go right ahead without delay."

Brigade Commissar Akselrod was appointed Military Commissar of the Odessa Division and Colonel Zakharchenko its Chief of Staff. Brigade Commander Monakhov replaced Kochenov as the Garrison Commander.

The division included the 26th Border Guard, the 1st Naval and temporarily the 54th Razin regiments, the latter to be replaced as soon as possible by some other regiment and then returned to the Chapayev Division. It really was a heterogeneous mixture—a conglomerate, as Kochenov had put it. In the Sector, there were some of his recent subor-

dinates from the Tiraspol Fortified Area—machine gunners, signalmen and sappers.

The existence of the new division in its first days was a formality, the situation making the necessary reorganisation impossible. Leaving his chief of staff at the Command Post Kochenov spent almost all his time among the troops—getting to know the men and the terrain and supervising the fighting in the most important areas. It was Kochenov who ensured the destruction of the enemy spearhead where the cavalymen and sailors had to dislodge the enemy from the hill at the highway.

The 1,500 effectives of the reinforcement enabled Kochenov to even out to some extent the regiments which differed very much numerically. In the naval regiment the new commander gradually replaced many battalion and company commanders by more experienced army leaders. Some other changes in the personnel, a somewhat different rearrangement of the defensive zones and a partial reorganisation of the units also proved useful. Military Commissar Akselrod untiringly saw to it that all the units retained strong Party organisations with militant leaders.

Colonel Kochenov loved and appreciated artillery and knew how to use it properly. His division was in a zone where there were favourable conditions for fire support of the troops by the ships. Until recently, the Eastern Sector had been well supported by coastal artillery. Now, all that remained was a mobile battery, formerly of the Danube Flotilla—four tractor-drawn guns. And all that the army could give its new division was one field artillery regiment with 36 guns.

S. V. Zolotov, the Artillery Officer, and the Divisional Commander racked their brains in order to place every gun to the best advantage. In the end nearly all their guns could fire in any direction. A good deal of attention was also given to siting artillery observers and naval fire-adjusting posts in the forward lines of defence.

Of course, Divisional Commissar Voronin spoke about the fortified area needed on the right flank of the Odessa defences symbolically. But it seems to me Colonel Kochenov actually helped to establish in the Eastern Sector the inherent characteristic of a fortified area in which it is always felt that a defensive line, whatever it looks like, must be

impregnable. All the defenders of Odessa took this attitude to their lines.

The division that had been formed of heterogeneous units and reinforcements, and had also taken in considerable contingents of the Odessa Volunteers began to show increasingly better organisation and greater stamina. In a short while it became as good a fighting body as any regular army unit.

At the beginning of September the front in the Eastern Sector was stabilised. We could say to ourselves that the enemy attempt to break into Odessa through Peresyp had been foiled. True, the enemy had approached the city and could now shell it, but he had scored no decisive success and was forced to assume the defensive and again to transfer his main attacks to other sectors.

Soon we received a telegram from Y. A. Shchadenko, Deputy People's Commissar for Defence, ordering us to name the new division the 421st Infantry Division. New numbers were also assigned to its regiments, except the 54th Razin Regiment which was considered part of the Chapayev Division. The division was also supposed to include the 1327th Infantry Regiment and the 983rd Artillery Regiment which so far existed only on paper. At the same time our cavalry division was renamed the 2nd Cavalry Division.

COMMANDERS ARE BORN IN BATTLE

The prisoners taken in different parts of the front stated on questioning that since August 22 Antonescu himself had been in the 4th Army that was operating round Odessa.

Soon Major Potapov, Intelligence Officer of Army HQ, had in his possession several orders of the enemy command containing direct references to the instructions and demands of the fascist dictator. The gist of these demands was to achieve decisive success at all costs. Special emphasis was being made on threats and punitive measures.

One of the documents read: "Marshal Ion Antonescu orders: the commanders whose units do not attack with all determination shall be removed from command, tried and deprived of the right to a pension. Men who do not attack with requisite enthusiasm or who leave the line of defence shall be deprived of land and their families of their allowances. . . ." Another order issued to the Rumanian 3rd Army Corps (operating in the central sector of the front against our 95th Division) stated that "scoundrels and cowards who evade their noble duty to the country" shall be shot before the ranks.

This was how the enemy command raised the offensive spirit of their soldiers. We remembered the desperate psychological attacks and how the Rumanian artillerymen had done their duty at the point of German submachine guns. The enemy, who at Odessa outnumbered us at least by four to one acknowledged by these orders the inability of the Rumanian 4th Army to perform its mission.

We learned *post factum*—and Major Potapov was always somewhat embarrassed on these occasions—several more dates on which the enemy planned to capture the city; they

were August 23, 25 and 27. They even planned a parade in Cathedral Square—a name that had not been used for a long time. Was this why Antonescu arrived in the 4th Army on August 22nd?

The prisoners who surrendered on September 2 told us that the day before Antonescu had addressed a meeting of commanding officers in Vygoda and demanded that Odessa be taken at all costs on September 3.

That was how we learned the date well in advance. We could not help wondering what the enemy was counting on now and where and what he was up to.

Sevastopol had only just warned us of the concentration of vessels our air reconnaissance had observed in Bulgarian ports. Our naval comrades were of the opinion that this might mean preparation for an amphibious landing near Odessa. We had had a similar warning two weeks before, but an amphibious landing seemed very unlikely, if only because we still had powerful coastal batteries, and the enemy knew about them.

On September 2, the Army Commander and army HQ followed the situation in the Southern Sector particularly carefully. At dawn the Chapayevites resumed the counter-attacks begun the previous evening. They were assigned the task, which had become feasible after the arrival of the reinforcements, of recovering the positions recently lost in the area of Lenintal (now the Avangard state farm) and Krasny Pereselenets farmstead.

In this zone the initiative remained in our hands till noon. Overcoming the enemy's stubborn resistance the Chapayevites advanced. The equipment captured in the morning included two 85-mm guns.

But the advance kept slowing down. General Petrov was worried about the gaps that had formed. Groups of enemy submachine gunners infiltrated into our rear through the high maize in these gaps, and their liquidation diverted some of our forces.

At about 2:00 p.m. the situation changed sharply as large enemy forces started attacking along the whole of the Southern Front. Soon our 7th Cavalry Regiment found itself pressed back to Dalnitsky farmstead. Towards evening some of the Chapayev units also fought a running battle to new positions.

The situation had likewise changed for the worse in the Western Sector. On its left flank the enemy broke into Vakarzhany and captured several hills near the railway running to Tiraspol. Towards evening there was a cloudburst, but the fighting continued throughout the night of September 2.

The previous day General Vorobyov reported:

"It is suspiciously quiet in our sector. We are continuing to dig trenches."

Now he informed us: "Never before have we had such furious night attacks in our area. The enemy troops have gone crazy. We let them come to within 100 metres, fire point-blank at them, yet they keep coming. In some parts of our area we manage to repel them only by bayonet counter-attacks."

Nevertheless, this night onslaught was repulsed almost everywhere. Only in the very centre of the Western Sector was the enemy able to advance a little more, and at the cost of heavy losses. According to the enemy soldiers who had surrendered there, their companies now numbered 15-20 men each.

There was, however, also another and less consoling "report". The prisoners taken in the last two or three days in the area of our 95th Division alone came from six enemy divisions—the 3rd, 5th, 6th, 7th and 11th Infantry and the 1st Guards. And although some of these divisions were quite battered and others had only a part of their units in action, the total numerical superiority of the enemy in the Western Sector appeared rather impressive.

Since the enemy attempt to break through to Odessa between the northern estuaries had failed, the enemy command had apparently resumed the main onslaught in the Central Sector of our defences.

However, this was in September, and I must return again to what was occurring in the Southern and Western sectors at the end of August when events known to the reader were taking place in the Eastern Sector. After all it was not only there that Odessa's fate was being decided.

In the combat report transmitted to the Black Sea Fleet HQ on the morning of August 28 we noted that, according to our information, the Rumanian 14th Infantry Division (it

was among the troops operating against our Southern Sector) had lost more than half its strength. This report was also submitted to HQ of the Fleet's Air Arm because it was the naval airmen's bombing that helped to inflict such losses on the 14th Division.

The same day we discovered a new enemy division—the 8th Infantry—against the left flank of the Maritime Army, and a little later still another—the 21st Infantry. Their appearance apparently signified not only a replacement of the units that had suffered heavy losses, but also that the enemy was concentrating forces in the southern direction as well.

As we learned later from captured documents, it was just at that time that Antonescu, demanding that his 4th Army should capture the Kuyalnik Estuary dyke as soon as possible, also ordered his troops to reach Dalnik and the Sukhoi Estuary on the other flank. The immediate aim of the enemy was to obtain positions from which to shell the rear of our Southern Sector and the western part of Odessa.

But even without knowing these details of his plans there could have been no doubt that, although the enemy had again transferred his main attacks to the Central Sector of our defences, he would not cease to press us on the flanks. The enemy had sufficient troops to do this.

Our left flank was as yet much farther from the city than the right flank, but the conditions for defence were more complicated. It was open country with hardly any of even the small forest plantations that ran across the steppe in Vorobyov's Central Sector. The roads leading to the front were also very vulnerable to enemy attacks. The main trouble, however, was the shortage of troops.

For rather a long time the front of the Southern Sector was defended by only two Chapayev regiments. Now they were reinforced by two regiments of the cavalry division. The cavalrymen—we continued to call them that, although both these regiments had long ago parted with their horses and had removed the machine guns from the carriages—had made a substantial contribution to the rout of the enemy 14th Division. In night combat on August 27 they had thoroughly thrashed its 13th Regiment and captured large quantities of various weapons. It was one of the engagements whose general outcome foiled the enemy attempts to attack our left flank on a wide front.

In the days that followed, the attacks were concentrated on a comparatively narrow front—about two kilometres—adjoining the road that ran from Belyayevka to Odessa through Freidental, Krasny Pereselenets and Dalnik.

Here the 287th Regiment of the Chapayev Division was holding defences that covered the shortest and most direct route to Odessa. On August 29 it performed a feat that I do not think can be described better than in the laconic combat report transmitted in the evening to army HQ by the divisional HQ. It read:

“Until dark the 287th Infantry Regiment repelled all the furious enemy attacks. Only 740 men remained in the regiment by the end of the day. The units are firmly holding their positions.”

This regiment was new to the Chapayev Division. It has been assigned to this division a little more than a month before, during the redeployment of the troops on the Dniester line, and replaced the 263rd Frunze Domashkinsky Regiment which had been transferred to another division and another army. The 287th Infantry Regiment did not, like the other Chapayev regiments, have any honorary name earned in the Civil War. But on this day of combat alone it proved itself worthy of the legendary division to which it had been assigned. Seven hundred and forty men is only a battalion, if we consider numbers alone. But a regiment remains a regiment if, even with so small a number of effectives, it holds its positions.

The 287th Infantry Regiment was temporarily commanded by A. I. Kovtun-Stankevich who was listed as the divisional intelligence officer. He was only a captain, but he had commanded a battalion in the Civil War. I had known him slightly during the prewar months on the Danube when HQ of the Chapayev Division and our HQ were neighbours (I had known him simply as A. I. Kovtun—he never used the second part of his long name even when signing documents). At that time the captain had just come from the reserve after a long break in his military service.

General Petrov had first met him when appointed commander of the Chapayev Division and the Southern Sector. The situation prevented the general from visiting every unit personally and he instructed separate divisional staff officers, whom he particularly trusted, as follows: “Immediately

proceed to such-and-such a place and personally check on the organisation of the defence in each company and each platoon. Personally examine the forward line of defence without relying on someone else's report. Eliminate whatever shortcomings you may find on the spot. If necessary, act on my behalf. Upon completing the mission report to me." Such an assignment with regard to the 287th regiment was given to Kovtun-Stankevich.

This officer carried it out in such a manner that Petrov, who was a good judge of men, apparently made up his mind about the captain's personal qualities and potentialities. Several days later, when Sultan-Galiyev, the regimental commander, was wounded, Petrov ordered Kovtun to replace him.

This appointment proved successful. True, we heard that every now and then the new regimental commander behaved too recklessly. Once, for example, upon seeing through his field glasses that the commander of a counter-attacking company had fallen, he mounted a saddled horse that stood near the Command Post, caught up with the company and led it in the counter-attack himself. Incidentally, this took place under extraordinary circumstances—the enemy was breaking through to the regimental Command Post, threatening it with encirclement.

In general the situation on the Odessa lines was often such that only the commander's own intuition could suggest to him where he should be at a given moment. The following episode took place somewhat later. Petrov himself, the divisional commander of all men, ordered two heavy machine guns to be mounted on a pickup, jumped on the footboard and holding on to the cab door sped along the forward line of one of his regiments. Of course, it could never occur to the enemy attacking our regiment that there was a general in the vehicle, but its sudden appearance with machine guns firing stunned the enemy soldiers for a brief moment. Meantime, our men saw the divisional commander standing on the footboard. Perhaps it was this behaviour of his, not provided for by any rules or traditions, which helped to stir the worn-out, dead-tired men to the last counter-attack that decided the issue in this area in our favour.

But, coming back to Kovtun. "He commands with confidence," said I. P. Bezginov, who represented us in the Southern Sector, sharing his impressions with us. "In the

regimental HQ the new commander was met with reserve, especially since Sultan-Galiyev had been everybody's favourite. However, they sized him up and appraised him quickly. And, as though by common agreement, nobody addresses him by his rank—Captain—since there are many captains in the regiment. 'Comrade Regimental Commander,' is what they all say."

Soon Kovtun-Stankevich became a major (and subsequently a general). In Sevastopol he was the Chief of the Operations Department of our army HQ and it was then that I came to know him better.

Recalling how the regiment he had commanded the first week held out in an unequal battle and prevented the enemy from breaking through to Dalnik Kovtun told me:

"I don't even remember how many attacks we repelled on that ill-starred day—we just lost count of them. The enemy didn't even make his usual break for lunch. Petrov phoned us from the neighbouring regiment, from which he could see our right flank. He said he was satisfied with us and that the whole division was holding fast. 'The whole division' meant one more regiment—the Pugachev Infantry. But our losses kept increasing. Towards the end of the day while fighting on the left flank Nikita Balashov, our regimental commissar, was wounded. After his wounds were dressed he came to the Command Post hardly able to stand on his feet. I told him to go to the medical unit so that they could take him to hospital, but he refused, saying he had no right to leave at the moment and asking to be connected with the battalions in order that they might know the commissar was in the ranks. I agreed with him because at such a moment it meant a great deal to hear the living voice of the commissar. The battle ended only at nightfall. And when we counted our losses I thought that if it was to repeat tomorrow we wouldn't be able to hold out. Petrov, too, realised this; he came to us and saw what was left of the regiment. He ordered us to hold out till midnight when we should be replaced by cavalymen. 'Only leave your machine guns and your signalmen,' he said. 'We'll bring up the cavalymen in lorries which you will use to withdraw your men. In Dalnik wait for reinforcements—they were promised for today.'"

A day later Kovtun's regiment was in the forward line of defence again. The reinforcements were brought to Dalnik

by Major-General Shishenin; the ODA Chief of Staff wanted to examine the situation that was becoming more complicated on the left flank, there and then.

The enemy's numerical superiority made itself particularly felt when he received two fresh divisions in that sector.

On August 31, the enemy breached the alternate forward line south-west of Dalnik, and the Chapayevites were forced to abandon the village of Lenintal. A dangerous spearhead was shaping up, and we tried to destroy it by our counter-attacks on September 1 and 2. We lacked the forces to do it, however. We had to be content with preventing the enemy from making any further advance.

In the Central Sector the enemy was redeploying his troops. There was even a day when the army war diary recorded: "On the front of the 95th Infantry Division the night passed uneventfully." During that day less than 50 wounded were sent to hospital from this direction.

Then the attacks were resumed. Furious fighting broke out for Vakarzhany and the area of the Vazhny and Oktyabr farmsteads, in the steppe left of the railway running to Tiraspol. And however anxious we were about the Eastern Sector we were worrying all the time about the Western Sector and wondering if they would hold out there that day.

Army Commander Sofronov relied on the Commander of the 95th Division more than on any other commander of the defence sectors. He knew that, if it was necessary, he could borrow a whole regiment from Vorobyov, as had been done during the breakthrough at Kagarlyk, and that the division would hold its positions just the same.

But Vorobyov also relied on his extremely experienced regimental commanders. There were none like them in the other sectors. Three infantry regiments, and three regular "prewar" colonels! How many divisions of this kind were there in August of 1941? Now that Serebrov, Sokolov and Chinnov, the Chief of the Divisional Staff, had been evacuated to the Mainland, a good deal had changed. Of the three former regimental commanders in the 95th Moldavian Division, only one—P. G. Novikov—remained, and even he was already marked for appointment as Commander of the Cavalry Division.

Novikov's 241st Infantry Regiment which had defended the right flank of the sector often numbered fewer men than the other regiments of the division, but successfully repelled the enemy attacks. It would be impossible to enumerate even those exploits of courage and valour displayed by its officers and men that were recorded in the reports and summaries. I shall only mention a man whose position rarely required him to take up arms personally. This man was Major A. A. Kurginyan, the Chief of the Regimental Staff.

As I learned from Captain Shevtsov, who spent nearly all his time in the 95th Division, Major Kurginyan often fired a machine gun and even an artillery piece. This was not out of hot-headedness, but because at the moment there was no one else to take the place of a fallen soldier. On August 30 the chief of staff led the counter-attack of a company that had lost its commander. As soon as our men broke into the enemy trenches he opened fire from the mortar they had just captured.

Is there any need to explain the state at which a regiment has arrived when its chief of staff has to do all this? Nevertheless, General Vorobyov hardly ever had to worry about Novikov's regiment.

The divisional commander had a more difficult time with Lieutenant-Colonel Oparin, who had replaced Sokolov in the 90th Infantry Regiment. Judging by appearances Oparin did not lack personal courage, but he did lack the experience needed in his position and, therefore, needed advice. But is it always possible to prompt a man and advise him when he is several kilometres away?

As for the 161st Regiment, its commander, appointed after Serebrov was wounded, turned out to be entirely unsuitable. Obviously, it is not at all easy, having assumed command of a regiment engaged in heavy fighting, to start directing its action and shoulder the responsibility for all that may happen. But who, then, can possibly give the new commander a chance, while fighting is in progress, to get his bearings and become accustomed to things? And if a man has been assigned to a regiment and has been unable immediately to take things firmly in his hands there is only one thing to do—correct the mistake as quickly as possible.

In this case it was corrected in two days. But during that

period the new commander actually lost control of the units, although he had not for a single moment left the regimental Command Post. Close contact with the neighbouring units was also lost. And none of the counter-attacks led by the commanders of companies and battalions, as well as by S. Y. Livshin, the Regimental Commissar, could prevent the capture of Vazhny and Oktyabr farmsteads by the enemy.

The Army Commander had to urgently transfer by lorries 800 cavalymen to the area of the 161st Regiment (he was lucky to avail himself of this opportunity). Vorobyov also sent his last divisional reserve—the 13th Separate Reconnaissance Battalion. The situation was somehow re-established and the breach of the front in the area of the farmsteads was prevented.

In that engagement the reconnaissance battalion lost the last of its armoured cars and baby tanks put out of action by enemy fire. The report of the divisional HQ also informed us that Senior Lieutenant Mikhail G. Dolgy, the Battalion Commander, was seriously wounded.

This name had repeatedly figured in combat reports and operations summaries since August 18, when the reconnaissance battalion distinguished itself in frustrating the enemy attempt to breach our defences at the station of Karpovo. I had never met Senior Lieutenant Dolgy, but had already formed an opinion of him as a courageous and resolute commander whose battalion operated successfully in the most difficult situations. In the 95th Division, just as in the Chapayev Division, the reconnaissance battalion was always detailed as a striking reinforcement wherever the front had been or was threatened to be breached.

"The first impression Dolgy produced was a wrong one," Vorobyov subsequently admitted. "He looked somehow awkward, clumsy—a regular bumpkin. Yet he was a real hero. To think of all the gaps that his battalion closed up, and he was always in the thick of the fight! He was always in bandages—now an arm and now his head. I don't believe I ever saw him without a bandage."

The last wound the senior lieutenant had sustained proved mortal, Dolgy died in hospital a few days later. When General Vorobyov learned about his death he ordered the whole reconnaissance battalion to be removed at night from

the forward line of defence, and driven in lorries to the city in order that the men might pay their last respects to their commander. Under the circumstances then prevailing such tributes in Odessa were rare and full of meaning.

Before this, the reconnaissance battalion had to help the 161st Regiment or rather its Command Post out of trouble once more.

The dismissed commander was replaced by Major N. M. Tolstikov, an officer of the army operations department. I do not remember what he commanded before his transfer to staff work, but it was certainly not a regiment. At the moment, however, he was the most suitable candidate. That was also Vorobyov's opinion; he had come to know Tolstikov in the operations department.

The major arrived in the regiment in the evening and spent all night in the different units. In the morning enemy infantry and tanks resumed their attacks against the regiment. All of the divisional artillery was switched to this area. Colonel Ryzhi also concentrated the coastal and naval artillery fire on the same area. Everything possible was done to prevent the enemy from breaking through. Nevertheless, the regimental Command Post was surrounded. That was when the reconnaissance battalion had to come to the rescue again. Instead of the wounded battalion commander the battalion was now led into battle by Captain Sakharov, Chief of the Operations Section, who was temporarily Chief of the Divisional Staff.

At the same time the enemy attacked the right flank of the division—Novikov's regiment. Vorobyov knew that scarcely any battalion in that regiment amounted numerically to more than a normal company, but all he could do to reinforce the right flank was to send them two lorries with two anti-aircraft machine guns of Senior Lieutenant Datsko, a staff operator.

The quadruple mounts were intended for the anti-aircraft defence of the divisional Command Post, but for a long time they had been delivering fire mainly on infantry and had become a sort of flying reserve which swiftly shifted over to areas of intensive attacks. In this case, too, they were just in time. As Novikov reported to the divisional commander, the fire of Senior Lieutenant Datsko's "quadruples" had pinned a whole enemy battalion down in a maize field.

Incidentally, staff officer Datsko, who at that time had frequently been given such assignments, several months later, now a major, commanded a regiment in the same division. In June 1942, during the hardest days of the Sevastopol defence, he headed the defenders of the Konstantinovskiy Ravelin—our last strong-point beyond the Northern Bay.

The 95th Division's difficult day of battle I am now describing ended in repulsing all the enemy attacks both on the right flank and in the centre. General Vorobyov was pleased with the new Regimental Commander Tolstikov who had retained his self-control in a most complicated situation.

On the very same day the first reinforcements were arriving from the Mainland. Our depleted units needed them so desperately that even the most self-possessed commanders showed impatience while awaiting the reserves that were already approaching the front. This quite understandable impatience is also shown in the two lines General Vorobyov had jotted down in his notebook: "2:00 p.m. The reinforcements have not arrived yet, although Krylov assures me that 63 lorries are already on their way here."

Of course, the 1,000 men we were able to assign to the 95th Division from the first reinforcement echelon were not enough to make its battle formations essentially denser. A day later Vorobyov already asked me by telephone:

"Nikolai Ivanovich, couldn't you possibly let us have about 500 more men? They needn't be armed, we'll manage to find rifles for them."

I told him we were sending him twice as many and, in addition, with arms; the reinforcements from the Mainland continued to arrive. In two days the 95th Division received more than 2,000 men. At the same time Vorobyov was given several Odessa tanks of the type that had been tested in battles by the Chapayev Division.

As a result of four days of attacks at the end of August (I must remind the reader that at that time the enemy was attacking in the Southern Sector and was furiously storming the approaches to Peresyp in the Eastern Sector) our troops were pressed back 1.5-2 km in certain parts of the Western Sector.

This was again followed by a brief lull which apparently meant a new redeployment of the enemy forces. On

September 2, the lull was broken by savage attacks. But the new onslaught failed to take the 95th Division by surprise.

On September 3, the day Antonescu had ordered the capture of Odessa (for the fifth or sixth time!), nothing out of the ordinary occurred. Difficult situations arose now in one and now in another sector, but either the artillery or aircraft came to the rescue of the infantry. The ships were firing from the sea. All the enemy attacks were repelled.

In a word, that day was like any other day. Probably, however, things were accepted as normal merely out of habit. And it is quite likely that at that time Vorobyov's notes which I want to quote now would not have struck me as particularly eloquent.

"The regiments, which stretch in a thin line, have stubbornly resisted the attacking enemy. In some areas the battle is fought in the trenches. The commanders of the 161st and 90th infantry regiments ask for help, but there are no reserves. The artillery and aircraft have saved the day. Three battalions of coastal artillery and two battalions of our 57th Artillery Regiment have delivered fire on the area south of Vazhny farmstead. Observers report that they cannot see anything for the smoke—the fire has been so intensive.

"The enemy has been pinned down, and his advance stopped. The artillery is generally working wonders. Despite the wide front all of the divisional and even the coastal artillery can deliver concentrated fire on any area, managing to help their neighbours on the left and on the right."

There were many wounded that day. They included Lieutenant-Colonel Oparin, who had commanded the 90th Infantry Regiment only a few days, and brave Major Ambios Kurginyan.

The Chief of Staff of the 241st Regiment, as we learned later, had again done "something he was not supposed to do": at the crucial moment he got into a lorry with anti-aircraft machine guns, drove it to the forward line and with the fire of the quadruple guns pinned down the attacking enemy. But before the lorry could change its position it was hit by an enemy battery.

It was very painful to learn that people of this calibre were put out of action, even if temporary; they were hard to replace. But it was becoming almost impossible to ask

the senior officers to behave differently, for their actions were dictated by the situation.

The Chief of the Army Staff, who was actually acting as Chief of Operations, could not very easily find time to make even short rounds of the troops. The Army Commander now allowed me to leave the Command Post only on relatively calm days, and requested that I be replaced at the telephones and the working map, not only by Lerner and Sadovnikov but also by Major Bogomolov, the Communications Officer and one of the most experienced staff officers who was fully aware of the state of affairs in the Army.

Yet I had to make the rounds of the divisions, for I could not assess the situation only by the map, summaries and telephone reports. I always felt I wanted to check my conclusions with the opinions of the commanders and staff officers of the different units. Meeting them always helped me to get a better view of things and to take a variety of things into consideration in due time.

At the beginning of September, soon after the events described above I happened to visit the 95th Division and then the Chapayev Division. I went there as usual with the representative assigned to the particular sector—with Shevtsov to the Western Sector and with Bezginov to the Southern.

The distance to the 95th Division was much too short. Vorobyov's Command Post was now located near the Kholodnaya Balka wine-making state farm, on the western bank of the Khajibei Estuary.

The place chosen for the Command Post was unusual; use was made of entrances to old catacombs with an inner yard where one could get through a small tunnel.

Even at the front Vorobyov made himself as comfortable as possible, emphasising, as it were, his confidence in the stability of the defences. Near Vygoda he had a spacious, excellently equipped dugout; no one would have thought it would only be for a week and a half. Here, too, in Kholodnaya Balka, the excavated dugout in the yellow shell rock was furnished almost like an office.

Vorobyov showered me with questions about Odessa. Although the front was near the city, he had not been there for almost a month since he assumed command of the division. I could not tell him very much myself, for I, too,

went there rather infrequently. Moreover, I wanted to tackle divisional affairs as soon as possible since I had little time as usual.

To begin with, I wanted to know if the divisional commander was satisfied with his new chief of staff. I. I. Chinnov, who had been wounded, had been replaced by Lieutenant-Colonel Prasolov.

"Not bad, he is getting into the swing of things," Vorobyov said with restraint, and after a short pause added: "He knows staff work, all right, is capable, and apparently, a good soldier."

This implied a good deal, for Vorobyov did not like to praise people he did not know very well.

I also wanted to know about the new commander of the 90th Infantry Regiment. When Oparin was wounded and taken to hospital army HQ had not yet found a suitable replacement but then Vorobyov suddenly suggested the appointment of Major Belyuga, deputy commander for logistics of another regiment. Under other circumstances nobody would probably have ventured to entrust a regiment to a supplies officer, but now no one objected, for after all the divisional commander knew best.

"I did not know this Belyuga fellow myself till very recently," Vorobyov started telling us. "I have been in command of the division only for a while. We began to wonder whom we could appoint in place of Oparin at least temporarily, and somebody remembered there was this major who, though a supplies officer, was a forceful commander. Somewhere beyond the Dniester, he had laid an ambush with a guard platoon for some German motorcyclists. Somewhere, also before I took over the division, he had organised defences against enemy tanks that had broken through, although this too was none of his business. We recollected other similar occurrences. Then I thought to myself: If supplies officer Osipov can command a naval regiment, may be this fellow will do no worse. Nor did I know whom you might send me. So I summoned Major Belyuga and asked him point-blank: 'Will you manage a regiment, if you have to?' And he replied also point-blank: 'If I have to, I will, Comrade General.' And now he is fighting for Vakarzhany. Yesterday I gave him a piece of my mind though; he had a chance to encircle a company

that had infiltrated through his junction with a neighbouring unit, but, while he was thinking how best to do it, the enemy company got away. They tell me the men of the reinforcement even wept, they were so furious at letting the enemy slip away. In general, though, I think he'll make a good commander."

While listening to Vorobyov, I was thinking that we often had no idea of what the people around us were capable of. Soon Major Belyuga was wounded, but he refused to go to hospital. With his arm in a plaster cast he drove from one battalion to another, he simply could not stay at his Command Post and command from there.

Major Belyuga commanded the 90th Regiment till the end of the defence of Odessa and then in Sevastopol. Lieutenant-Colonel Prasolov subsequently became deputy commander of a division.

But even in war, however much it trains one for various changes, it is necessary to get accustomed to new people. General Vorobyov kept recalling Sokolov and Serebrov. Sokolov and he had both attended the same academy at the same time, while he had but recently made Serebrov's acquaintance. But after the August fighting when their regiments had stopped the enemy who was straining to break through to Odessa, both of them undoubtedly became equally near and dear to him. And now he missed the two of them very much. He was very upset at being unable to leave the division in order to visit them in the city hospital before they were sent back to the Mainland.

"Yesterday," Vorobyov told us, "our medical officer visited Major Kurginyan at the hospital. I sent him a wrist watch so that before he gets his decoration he has some reward from me. But do you know what he asked the medical officer to tell me? 'Tell the divisional commander,' he said, 'that Kurginyan has shed only one-hundredth of his blood for his country and that he will soon be ready to shed the rest of it.' That's the sort of man he is. Only I'm afraid he'll have to stay in the hospital for a long time. The doctors will probably send him away from Odessa, too."

After visiting the divisional commander I went to see the staff officers. I congratulated V. P. Sakharov, the Chief of Operations, on his promotion to the rank of major. His assistant, Senior Lieutenant Datsko, had a bandaged arm—

he had been wounded while leaving for the forward line of defence with antiaircraft machine guns.

Senior Lieutenant Dyakonchuk, another operations officer (several days later he became the Chief of Staff of Major Belyuga's regiment), had just returned from the left flank where he had gone to re-establish close contact with the neighbour. He reported that his mission had been performed.

The right flank of the 95th Division bordered on the Khajibei Estuary where the contact with the neighbour, who was on the opposite shore, meant that in case of necessity it could be given artillery support. On the left flank, however, where the boundary with the Southern Sector ran through boundless maize fields, we needed precisely close contact. This contact was continuously severed—HQs of the 95th and the Chapayev divisions, and then the cavalry division, had repeatedly detailed their officers to help the neighbouring units to find each other in the maize fields.

There were places, especially in the Southern Sector, where there were not enough men to form a continuous front, and a gap in the junction of two units was particularly dangerous. Dyakonchuk's report did not quite reassure me, for I felt it might not be established again for long. Several days later Captain Shevtsov discovered that on the left flank of the 95th Division there was only a mounted patrol which had a vague idea of its neighbour's whereabouts. We had to make an insistent demand for more forces to protect the junction.

It was becoming easier to make such demands. Although the September reinforcements could not completely solve the problem of forces, the regiments were now beginning to look like regiments. General Vorobyov even had a small reserve. Of course, this is the usual, obligatory thing, for what kind of a division can it be if it has no reserve? But at Odessa this was by no means always the case.

During my previous visit Vorobyov had frankly rejoiced at his "enrichment".

"I went to the second echelon when it was quiet in our sector," he said, "and the commander of the reserve battalion lined it up in companies. It was a very unusual sight—so many men in the ranks. I'm not used to it, you know...."

The general could not stop praising the first reinforcement from the Mainland. It was equal to his division's

backbone both in training and in spirit. Among the men there were many Donbas miners and workers from large Stalingrad factories.

"Some of them remember the defence of Tsaritsyn," Vorobyov continued, "and that's a good thing because our situation is somewhat similar to what happened there, although it is perhaps a little more difficult."

In the past months many units became quite heterogeneous in their composition, including wrinkled "daddies"—that was the way the older reservists drafted in Odessa or the volunteers were referred to—and sailors some of whom had and some who had not changed into army uniform. Several companies only had a few Red Army men who had fought in the battles beyond the Dniester and at the very beginning of the defence of Odessa.

But it was precisely these veterans who set the tone in the units. Their experience adopted by the others became, as it were, common experience. It was not often that I was able to visit the divisions, and even less so the battalions. That was probably why the changes, for example, in how the Red Army men dug in, appeared so striking to me.

It was a rather simple thing, but the staunchness of the bulk of the fighting men in defence depended to a very large degree on how they had mastered it and on their attitude to it. Digging-in required a combination of training and ingenuity, an awareness of the responsibility for the assigned line and an ability to take care of oneself intelligently. The uppermost idea in the mind of a veteran is that in battle he must kill the enemy before the enemy kills him. This type of soldier becomes a master of digging-in. He thinks not merely of making a reliable shelter for himself, but also of improving his fighting position.

In September, Vorobyov's soldiers showed amazing examples of their ability to adapt themselves to the terrain. Everything was taken into consideration—every hillock and hollow. And there was no harm if some things were not done according to the textbook.

Actual fighting showed that certain ideas propounded by our prewar manuals were wrong. For example, digging a trench at the crest of a slope facing the enemy was not recommended. The war, however, showed that that was just

the thing to do. A shell could hardly hit the crest unless fired point blank. Moreover, a trench of this kind offered a good field of view. It was also convenient to transport the wounded to the rear: all you had to do was get them over the crest; the rest was easy.

Incidentally, the war generally confirmed the advantages of traditional trenches over the individual foxholes for infantrymen which had become the fashion because of the uncritical attitude of some authorities to the experiences during the Spanish Civil War. These individual foxholes had also led to a good deal of discussion in our HQ. They were advocated, I remember, by Kedrinsky, the Chief of Engineers. The foxhole advocates held that such a system would require fewer people in defence and that each man would be protected reliably enough. But, firstly, we would not have had enough forces to dig a ramified network of communication trenches leading to the foxholes, and without them the whole system would be a failure. Secondly, in a difficult situation, a soldier in his separate foxhole would miss the moral support of his comrades. In other words he would lack the feeling of fellowship which increases the strength of men in the usual trenches who know they are not facing the enemy alone.

Army Commander Sofronov, like most of the commanders, favoured the usual Russian trench, the continuous trench. And that was what we decided on. As for Vorobyov, he devoted particular attention to digging-in about which he issued special orders. Whenever he met his sappers he expressed his dissatisfaction with their performance.

Nor was he the only one to be dissatisfied. In Odessa there were quite a few engineer and construction battalions. The work they did amounted to many hundreds of kilometres of antitank ditches, trenches and scarps. Nevertheless, the infantry units often had to dig their own trenches, at times in extreme haste, under enemy fire and with incredible effort.

The troops could not use the first of the three initially planned defence lines which had been designed for a large beach-head and a large army. This was because we needed two or three times as many divisions to take it up. The second line could be used only partly, in separate zones, as it happened in the Western Sector, but even this line was

far from completed when the 95th Division took up its positions there. The situation that actually obtained on our beach-head demanded a different engineering solution. This was embodied in the new system of defence lines I have already mentioned.

These lines continued to be built with great care and in many ways they satisfied the highest requirements. In the final analysis the enemy found the main line insurmountable. However, between the forward lines and the main line there were often no prepared intermediate positions.

The enemy might drive a battalion out of its trenches and press it back 200-300 metres; its alternate trenches however, could be farther away. Of course, the battalion was unable to retreat to those trenches, especially when it hoped that our artillery would come into play and make it possible to counter-attack and recover its former trenches. Naturally, the infantrymen had to dig in hastily according to the situation and the terrain, and when this happened the commanders could not help remembering that in engineer battalions there were a lot more men than in any of our divisions.

The engineer battalion would also construct a line whose strong-point was designed for a battalion or company at full strength, while we were constantly undermanned.

"Why can't we subordinate at least part of the engineer battalions to the divisions?" Vorobyov would ask. "We would assign them to the regiments and they would do what was most needed; that is, dig trenches where they may be required the following day."

As far as I knew, Vorobyov had also raised this question with the Army Commander. He believed that the engineer and construction battalions could be used to reinforce the infantry units (the sapper battalions proper had for a long time been used in the divisions precisely for this purpose). But this did not depend on either the Army Commander or army HQ. All engineer units were subordinate to General Khrenov, the Deputy Commander of the ODA for Defence Construction; moreover, they could be disposed of only by the Military Council of the area. Rear-Admiral Zhukov considered that everything should remain as it was since the construction of the main lines had not been finished and a good deal had still to be done.

There was something to be said for that. Yet with things as they were on the Odessa beach-head it was probably better to make the Maritime Army responsible for the engineer organisation of the positions it had to defend.

On my way back from the 95th Division I was thinking about the people I had met there, Vorobyov in particular.

He was having a very hard time of it. A good deal had to be done differently from the way he had seen it from his academic chair or at staff games. But, although he had never commanded a division before, he proved equal to the most complicated situation. He was holding the reins of the division firmly in his hands, acting with circumspection and using the available forces prudently.

It was not Vorobyov's nature to make the daily rounds of the regiments and battalions and to crawl along the trenches, but, if the communications did not let him down, he always knew the situation in his units. He analysed the results of every day of fighting, kept personal records of the losses in an attempt to understand why they were greater in one area than in another, and generally endeavoured to learn lessons from everything that took place.

The war had already taught him to disregard nothing that might help to intensify our blows at the enemy. One could imagine his reaction to tractors covered with sheets of iron, had he been shown them in peacetime. But now he was happy that his division had been given a few of these rattling machines and kept asking for more, convinced that the fascists feared even such tanks.

Now he was worried about the machine gunners—not those who had come from the Tiraspol Fortified Area, but the crews formed latterly. Among them, he said, there were not only poorly trained men, but also some who lacked self-control. Yet every machine gun meant so much in repelling the enemy attacks that this situation could not be allowed to continue. The divisional commander had decided to ask all the regimental commanders to check on the machine-gun crews personally so that the men could be certain that the machine gunners would never let them down.

The snipers were another of Vorobyov's concerns. He had instructed the regiments to have at least one or two snipers in each platoon. That would end the general and often

unsuccessful firing on an enemy soldier who had stuck his head out of a trench. Only the best marksmen could hit individual targets with a minimum of cartridges.

Two or three weeks previously there had been no question of snipers near Odessa at all. Snipers are usually needed where the front is stable and positional defences are strong. It was a good thing we now needed snipers there.

From the forward line of defence I was bringing a curious document back to army HQ—it was a leaflet an enemy plane had dropped on our positions. Leaflets had also been dropped in large numbers before; our scouts already had a whole collection of them. This one was rather significant. The command of the Rumanian 4th Army was threatening us that unless we surrendered Odessa by September 10, “large German forces would be brought up”. On the one hand, this looked like an ultimatum—even the date had been set. At the same time it was a very frank admission of their inability to overcome us and they were trying to scare us with threats of Germans.

\

CITY UNDER FIRE

The large village of Dalnik stretched for several kilometres. After sunset, when dusk rapidly closed over the steppe, the main village street for some reason seemed particularly long, almost endless.

It had still been a scorching, summer-like day, but a breeze was now blowing and bringing a pleasant coolness from the nearby sea. On such evenings in days of peace young people probably came out into the street, and boys and girls with attractive voices started up songs. Now the village was quiet, and the people who had remained were in no mood for songs. The front was very near, and the roar of gunfire could be clearly heard.

The Command Post of the 25th Chapayev Division and the Southern Defence Sector were stationed in Dalnik. Captain Bezginov was very much at home here and he confidently directed the driver where to turn to General Petrov's hut. If we did not find the general there, we would go with a messenger to the Command Post set up beyond the village on the slope facing the enemy.

"I've just come back from Muhamedyarov of the 31st Regiment", said Petrov on greeting us. "True, I've managed to freshen myself up. I've learned to take a bath in the landlady's washtub. It's not so bad after a dusty day."

Petrov was true to himself and continually drove along the front of his sector, spending the greater part of the day with the troops. Army Commander Sofronov, who had recently visited the sector discovered that Petrov ignored the roundabout routes for speed, and drove through areas exposed to enemy machine gun fire crouching on the foot-board of his car. Apparently Petrov suggested that Sofro-

nov should also travel in the same manner to the battalion they were going to visit. Sofronov became indignant and later told me:

"I gave him a piece of my mind. 'After all you are not a battalion commander,' I said to him. 'Remember that and stop gallivanting around on the footboard of your car.' He took offence and adopted an official manner. 'Very good, Comrade Commander!' he said. 'You really cannot do that kind of thing.' And the detour was only about 4 km."

I realised now that hardly anything had changed in Petrov's methods of moving along the front. In the final analysis the commander did as he thought best and was in the habit of doing.

We went up to the map, and Petrov began to talk about the area that particularly worried both him and army HQ—the area of Lenintal. By capturing this village at the end of August the enemy had driven a deep wedge between our 31st and 287th infantry regiments. We could not, much as we tried, join their flanks on their former positions.

Petrov was uneasy, and, as usual in such cases, his old shell-shock made itself felt, the nodding of his head was unrelated to his speech and from time to time he had to adjust his pince-nez. Petrov characterised the situation in short, chopped sentences:

"After driving the spearhead the enemy has been able to consolidate. At the bulge he has full-size trenches, a lot of mortars, automatic weapons and at least two regiments of infantry. He continues concentrating forces. In the event of a breakthrough to the Sukhoi Estuary, which is to be expected, our left flank would be cut off."

There was no doubt that the spearhead could give us considerable trouble. Attempts to destroy it continued. However, the attacks launched by the Chapayevites, including night attacks, had so far yielded insignificant results. And Petrov apparently doubted that he could re-establish the situation with the forces he had.

I, for my part, could not reassure him that his forces would be increased in the near future. Two of the three regiments of the cavalry division formally regarded as the army reserve, were at Petrov's disposal anyway. And even Petrov himself did not raise the question of returning the Razin Regiment from the Eastern Sector because he knew

that for the time being it was impossible. True, reinforcement battalions continued to arrive, and the Southern Sector received its share from every echelon. However, this was merely sufficient to maintain the strength of his units at a tolerable level.

After the demand of the General Staff that full use be made of all the local resources (the demand was contained in a telegram recently received from B. M. Shaposhnikov) the Odessa Defence Area Military Council was reconsidering the exemptions from military service of those working on munition factories. I said that we would perhaps receive some men from those factories, but that at the moment we had no weapons for them.

For the first time during our conversation Petrov smiled and assured me that he would provide the weapons if only we could get the men. He then told me that some time previously he had detailed to the 31st Regiment 200 or 250 volunteers who had arrived from the city. Before sending them there he had asked the commander if he could supply them with rifles. The answer was that he could arm only half the men, but the other regiment—the 287th—came to his rescue and shared its weapons with the neighbour.

“There,” Petrov explained, “the new commander Kovtun and Commissar Belashov organised night sallies of volunteers to no man’s land for the special purpose of getting arms—it is no secret that when we collect the wounded we do not always bring in their rifles with them. We don’t despise enemy weapons—they may also come in handy. At any rate, Kovtun’s lot have set up a small arsenal of their own. I only found out about it when they boasted they would arm as many men as I could send them. They must have some reserve.”

General Petrov wanted to know if there were any prospects that the Army would continue to be supplied with artillery shells. He was apparently afraid that the August situation might recur, when some guns were completely silent, while others were very rigidly rationed—for some calibres of guns there had remained less than one fire unit of shells. For Petrov these difficulties coincided with the first days of his command of the Chapayev Division. Moreover, at that time the front was at Kagarlyk and Belyayevka, and the ships were unable to give the troops of the Southern Sector fire support.

Now the supply of ammunition was in the main satis-

factory; it was arriving in Odessa fairly regularly. But I appreciated Petrov's fears: in the Southern Sector, where there was a serious shortage of infantry, the situation greatly depended on the artillery.

In addition to the two artillery regiments of the Chapayev Division, the division and the cavalymen were supported by Bogdanov's regiment, a group of naval batteries and finally the ships. The divisional commander and his artillery officer—Lieutenant-Colonel Grossman—planned the use of this fire power to the best advantage.

It was now time to decide this problem for the next day, and we interrupted our conversation. Petrov summoned the artillery officer, who appeared immediately—he had apparently been ready, for he knew when he would be required.

"Comrade Grossman, what shall we give Muhamedyarov besides the two battalions of the gun regiment?"

"Captain Yablonsky's battalion of coastal artillery, Comrade General."

"I agree. That is what I thought. And what are we getting from Bogdanov?"

"Only one battalion."

"Are you reserving it for Kovtun? I agree."

It was clear that all this had already been well thought out by both of them, and that was why they needed few words. While listening to their rapid dialogue I thought that in some ways the divisional commander and his artillery officer resembled each other. Not outwardly, of course. Petrov was slender and rather tall, while Grossman was thick-set. But both of them had lively and tenacious minds and were most likely equally impetuous and equally self-controlled. During their brief acquaintance (they had only met in the Chapayev Division) they had apparently developed sympathy and great confidence in each other. This was, of course, of advantage to all.

From Colonel Ryzhi I learned that at the outbreak of the war Grossman had taught in a military school and could have been evacuated with it where he could have calmly continued to train personnel for the front. But in the very first days of the war he insisted on being sent to the army in the field and found himself at the disposal of Ryzhi, the Artillery Commander of the 14th Infantry Corps. Ryzhi

admitted that he could hardly believe that an artillery instructor would rapidly develop into a good practical artilleryman. But just then the former artillery officer of the Chapayev Division had been wounded, and since there was nobody to replace him, Ryzhi recommended Grossman for the vacant post.

Colonel Ryzhi, who was most demanding, never had to regret it. By the time of which we are now talking, Grossman, alongside D. I. Piskunov, the Artillery Commander of the 95th Division, had already won the reputation of one of the best artillery officers in the Maritime Army.

To the Chapayevites, who withdrew to Odessa from beyond the Dniester, Lieutenant-Colonel Grossman was not only a HQ artillery officer. They had known him during the trying days of the retreat when he had to form detachments out of stragglers and lead them in counter-attacks. And possibly the quality that made Lieutenant-Colonel Grossman and General Petrov so much alike was their readiness to rush into the thick of the battle at the decisive moment with no thought of rank—a quality that military people, who possess it, appreciate in each other.

Frol F. Grossman shared with the initial Maritime Army its arduous and glorious path. During the most dramatic hours of the Sevastopol defence on June 30, 1942 he was the senior officer at the Command Post of the Chapayev Division and fulfilled his duty to the end.

That night in Dalnik, after Petrov and Grossman had discussed the practical aspects of supporting the troops with fire the following day and had issued the necessary instructions, we had a long talk about artillery and artillerymen.

The coastal batteries had played an important role in the recent fighting. Only three stationary batteries had remained in the area of Odessa and all three were very close to the Chapayev Division—south of the city. When the enemy tried to advance in this direction on a wide front on September 2, Senior-Lieutenant Kukolev's long-range battery (sited near the Sukhoi Estuary) delivered fire for six hours on the enemy supply lines and the infantry columns advancing to the forward lines. The Chapayevites were also supported day in and day out by the most powerful of the operating Odessa batteries—the 411th.

In the divisional war diary I found the text of a telephone message recently transmitted to Captain Nikitenko, the Commander of the Battery. It read: "Very pleased with your fire. I commend the entire personnel. Divisional Commander Major-General Ivan Petrov".

Grossman told us that Captain Yablonsky's mobile artillery battalion had become an inseparable part of the Chapayevites' fighting family. This artillery assigned to the division by the naval base was also considered coastal, but was essentially field artillery; it consisted of 76-mm and 122-mm tractor-drawn guns capable of rapidly changing their fire positions. They were used in the battle formations of the infantry.

"The regiments have grown used to them and now consider them their own," said Grossman. "Many an attack has been repelled with their aid. Dionisy Boiko's 36th Battery is held in particular esteem."

This battery was activated during the war. Most of its personnel were reservists and natives of Odessa. Its commander—Lieutenant Boiko—had been a lecturer of the Regional Party Committee. But in training and the teamwork of its crews the battery was equal to a regular army unit. Many times it had to fire point-blank on the attacking enemy. One day two of the battery's crews, including its commander, were cut off from the rest of the battery, having no food and water for 24 hours. But they held out just the same and in the end forced the enemy to retreat; fortunately they had enough shells.

"Since then Lieutenant Dionisy Boiko has become almost as popular a personality in our division as our Vladimir P. Simonok," remarked Brigade Commissar P. G. Stepanov, the Military Commissar of the Chapayev Division, who took part in our talk.

Junior Lieutenant Simonok, commander of a mortar battery, was for the Chapayevites a symbol of courage and success in battle. He had become famous at the very beginning of the Odessa defence, and not merely for the skilful use of his main weapons. His battery often found itself in a mess and the men had to repel enemy tanks with grenades and fight hand-to-hand battles against enemy soldiers trying to break through to their firing position. The mortarmen always emerged from these situations with credit. The brave

commander led his men in bayonet charges and was the first to crawl with an incendiary bottle toward an oncoming tank. Like Boiko, Simonok had come from the reserve—he had recently been manager of a collective farm in the Chernigov Region. He had distinguished himself in many other battles and was one of the first in the Maritime Army—together with Battalion Commander Yakov Breus and a group of airmen of the 69th Air Regiment—to be awarded the title of Hero of the Soviet Union.

Talking about the artillerymen, we naturally thought of our main field artillery force—Bogdanov's regiment. Latterly it was often switched to the support of troops in other sectors, but it was located nearby, and the Chapayevites knew that they could always depend on it in an emergency.

The divisional military commissar asked me if I had heard how a captured Rumanian soldier had made Bogdanov's acquaintance.

This story was going the rounds and, as is usually the case, in different versions. They all amounted, however, to the fact that the fire adjusters of the 265th Artillery Regiment had captured an enemy soldier and brought him to the regimental Command Post. The prisoner testified that our artillery had inflicted heavy losses on his troops and suddenly added: "It is particularly terrifying when Bogdanov is firing." Major Bogdanov happened to be present. When the prisoner was told who Bogdanov was, the storytellers said, he had been struck dumb for quite a while.

I cannot vouch it all happened exactly like that, but that Bogdanov was known in the enemy camp was evident from the information the HQ intelligence received to the effect that a reward of 50,000 lei—an unprecedented sum—was offered for his head.

Although the enemy had far more artillery than we had at Odessa, did not depend on the delivery of shells by sea and very clearly did not spare them, nevertheless he feared our artillery.

Petrov told us how he managed to avoid essential losses during the artillery preparation fire before the enemy attacks.

"They have standardised everything to an amazing degree. Their first attack nearly always begins at the same time. The preparation fire too. Our troops have learned to adjust

themselves. As soon as the enemy has fired a few ranging-in volleys most of our men withdraw to the second line along the communication trenches. Only observers remain in the first, but even they take the best possible shelter. The moment the preparation fire is over our men quickly return to the first trench and repel the attack. Heavier losses are inflicted by the disorderly fire in depth, which the enemy opens after several unsuccessful attacks."

Lately, especially since the tension in the Eastern Sector had somewhat eased, the Chapayevites had been supported by our fighter regiment more than any other units. There were days when the fighters made dozens of sorties to this sector. The group of fighters was often headed by Major Shestakov himself.

At General Petrov's request the Army Communications Officer connected him with the air regiment's Command Post. The general was very pleased as he was able to give the head of the flying group the latest information.

Several days earlier, the division had been visited by Major Nikitin, Chief of Staff of the 59th Regiment. He discussed with Lieutenant-Colonel Vasilyev, the Chief of Staff of the Chapayev Division, problems of practical co-operation, and they decided to supply the pilots with a coded map of the division's defence area, which was an excellent idea.

Petrov saw to it that everybody who supported his regiments from the land, sea or air should realise how vital this was to the men in the forward line of defence. Taking advantage of the new direct telephone line he sent the air regiment and the coastal batteries short heartfelt messages of praise. He addressed them to the squadron commanders or to those who had led the group of fighters that distinguished themselves in the attack.

The pilots appreciated this. I remembered how Brigade Commander Katrov, when recounting how his fighters had participated in repelling the psychological attack in the Southern Sector, remarked:

"No sooner had the fellows landed than there was a message of commendation from General Petrov."

Shestakov's fighter regiment now made about half of its sorties against the enemy infantry in the field of battle, weapon emplacements and other ground targets. The pilots

had long ago learned to suspend bombs from the wings of the I-16—usually two 50-kg or four 25-kg fragmentation bombs (subsequently they also carried rocket projectiles). After dropping their bombs the fighters, flying at a low altitude, struck out at the enemy with their rapid-firing guns and machine guns.

But, while some planes attacked, others had to protect them against the Messerschmitts, which in such cases swiftly appeared over the field of battle.

One day the Chapayevites in their trenches saw one of our fighters from the cover group tackle four Messerschmitts. It shot one of them down and rammed another; the pilot was apparently aware that he could not get away from them since our other planes were engaged some distance away. His plane was hit, and the pilot baled out. Our men, delighted that the wind was bringing him towards us, jumped out of their trenches and ran to the pilot's likely landing place. He landed dead, however. The fascists had killed him.

The man killed before the eyes of the Chapayevites was the commissar of the squadron—Senior Political Instructor Semyon A. Kunitsa, a favourite of the air regiment. That day he brought down his fifth and sixth German planes. The Chapayevites buried him with honours within the area occupied by their division. The ODA Military Council recommended that Semyon Kunitsa be awarded the title of Hero of the Soviet Union posthumously.

The airmen's heroic attacks helped the Chapayevites to hold their positions. The Southern Sector also made good use of artillery. However, the fire power that generally made it possible to repel enemy attacks could not now guarantee the success of even the most modest offensive operations. The artillerymen failed to destroy the spearhead at Lenintal, lacking the support of the infantry.

What else can be done before we are able to reinforce the left flank of the army with some infantry units? I kept asking myself this question, unwilling to reconcile myself to the fact that everything possible had already been done.

The only thing I could inform the commander of the sector was that the new armoured train about to be completed would be placed at his disposal. The January Uprising Factory promised to commission it within one or two days at the most.

Odessa had now been under artillery fire for more than a week, enemy shells reaching the centre of the city. The following telephone messages were being received:

"A shell exploded near the opera house. Two women and a child killed; three people wounded."

The city had grown quiet. Street traffic sharply decreased. Only the southern and western districts of Odessa were still out of the enemy batteries' reach.

Most of the shells fell on and around the port. The destroyer *Shahumyan*, a mine sweeper and a harbour tug were damaged at their moorings. It was only by sheer luck that the wounded were put on transport ships and women and children being evacuated were embarked without any losses (1,680 wards of Odessa's children's homes sailed for the Mainland on September 2).

The people working at the Odessa port, headed by its chief P. M. Makarenko and the naval commandant P. P. Romanov (they were apparently good friends and this helped a good deal) had for some time been living the life of a military unit. Many workers of the port and the different industrial enterprises of the city had volunteered to go into volunteer battalions. But the workers of the port had not been sent to the firing lines and for them the port itself had become the battleground.

About 250 regular port workers, engineers and technicians, including more than 100 Communists, had been alerted since the middle of August. They worked regardless of any set work quotas. For some time now urgent work went on continuously during air raids, unless these were particularly intensive. The crews of ships being unloaded had to remain on board under any and all circumstances. Nor did the dockers take shelter, but continued working.

But even for these courageous people it was not easy to get used to working under artillery fire especially when they were unloading ammunition.

On September 2, the transport ship *Belostok* was being unloaded under ceaseless artillery fire. Later the shelling was supplemented by aerial bombardment. But none of the dockers left his post. The unloading was finished 40 minutes ahead of schedule.

The port was covered by a smoke screen. This old means of camouflage that helped to conceal ships manoeuvring in

naval battles was now used, and quite successfully, to prevent the enemy from adjusting his fire on to the piers. Incidentally the Odessa smoke-screening experience came in handy later at Sevastopol.

It was also decided as far as possible to unload the transport ships and embark the wounded at night. The convoy service of the naval base started planning the arrivals and departures of the ships accordingly. However, the enemy soon discovered this and began to deliver particularly intensive fire at night. But by doing so he unexpectedly helped us more effectively to organise the struggle against the batteries that shelled the port and the city.

The main trouble was that we did not know exactly where the shelling was coming from. The natural surroundings on both sides of the Bolshoi Ajalyk Estuary favoured the camouflage of batteries, and our pilots were unable to discover them. Ryzhi suggested that perhaps those batteries had no permanent positions and that fire was delivered from mobile guns which were much harder to neutralise.

At any rate it was at night that we managed to locate an enemy long-range battery—the first since one of them had for a short time been silenced by the *Tashkent*.

The navigator of the cruiser *Komintern*, which was in the harbour, reported to Naval HQ by telephone that he had flash-ranged a gunshot which was followed by an explosion in the port. Chief of Staff Derevyanko who had direct communications with the 1st Naval Regiment, immediately phoned there and asked them to get the range of one of the next flashes, which they did. The intersection of the two bearings taken from different points indicated very roughly, of course, the probable location of the firing battery or gun.

The relation of the information obtained to the real state of affairs could only be checked by return fire, which was opened at once. It was the 411th Heavy Coastal Battery that fired over the city on the probable position of the enemy guns. After its third volley the shelling of the port ceased. It was resumed only two hours later from some other position; no more flashes were observed at the former spot.

That night the battery could not be pinpointed again and neutralised, but the experience proved useful. In any case, it convinced us that neither the considerable distance from

these batteries nor the abundance of other flashes and reflections in the front-line area could prevent us from discovering and locating what we needed.

In the morning Commander Derevyanko informed me that he and Lieutenant-Commander Slobodnik, the hydrographic officer of the base, thought it would be a good idea to install on the tall buildings in the northern part of the city theodolitic posts with requisite instruments, telephones and portable wireless sets.

Three of these posts were set up in one day. From there the positions of enemy guns began to be flash-ranged quite accurately. The coastal batteries from Major Denenburg's battalion assigned to silence them immediately received the coordinates of the targets and opened return fire. A few volleys were usually sufficient to neutralise the enemy guns.

Although shelling was soon resumed, the nights in the port and the city became somewhat quieter. But the enemy resumed the day-time shelling, which was much harder to stop. Attempts were made from the same posts on the tall buildings to locate the positions of the batteries by the puffs of smoke emerging when the shots were fired, but they did not always succeed.

The city and port continued to be shelled. New piers were being hastily built in Arkadia, an Odessa suburban resort, and at the Bolshoi Fontan, which were out of range. However, they were not fit for mooring in all weather. Besides, these piers with inconvenient spur-tracks could not replace a whole port.

One day, after examining the report on the destruction and losses inflicted on the city by the enemy shelling during the day, Sofronov said angrily:

"We must take all that area away from them as well as the guns they have placed there. There is nothing else we can do about it."

The Army Commander vigorously drew a circle on the map round an area on both sides of the Bolshoi Ajalyk Estuary, beyond the right flank of our Eastern Sector.

Sofronov's statement was, I think, a surprise not only to me, but also to Ryzhi who too was present. Obviously, this was the best way out of the situation. We were discussing an area recently abandoned by the army because it

had not the strength to hold it. The reinforcements which had arrived since, hardly made good the losses suffered in action. What could the Army Commander be relying on?

It is unlikely that Sofronov knew then just how the Army was to be substantially strengthened in the near future. He was, however, convinced that we would receive some additional forces and resources, and he was thinking how best they could be utilised.

When later I thought of the phrase that had slipped his tongue I realised that even then Sofronov was thinking of a counter-attack in the eastern direction, which we could execute about two weeks later. But that was preceded by quite a number of events which need to be related in the order of their occurrence.

CITIZENS' COURAGE AND SOLDIERS' VALOUR

The first month of the defence of Odessa was nearing its end. A month of life in a large city besieged by the enemy, under fire.

This period was calculated at the time from August 8, the date of the order declaring a state of siege. But rallies and meetings devoted to the month of fighting at the city walls began as early as September 6. They took place in all the industrial enterprises still operating, in cinemas where people gathered from neighbouring streets, and in clubs. At every meeting there was a demand for a representative of the army—an officer or soldier from the ranks.

The leaders of the city Party organisation asked the representatives of the army who addressed the meetings to give the people as detailed a picture of the fighting on the Odessa defence lines as possible. Of course, the officers and men sent to the meetings, had something to tell the people from their own experiences, but to some degree every one of them reported to the inhabitants of the city on behalf of the whole Maritime Army.

It was only later that we found out to what extent the fighting at Odessa had delayed the nazi offensive in the Donbas and the Crimea. But at the time we tried to estimate, mainly for ourselves, the losses we had inflicted on the nazi invaders and the forces we had prevented from advancing further east.

In September we had reason to believe that several enemy divisions had already been routed at the approaches to Odessa and, if some of them reappeared on our front, it was only because they had been repeatedly reinforced and remanned.

While on the defensive it is, of course, hard to estimate the losses inflicted on the enemy. At times we were mistaken in our figures, although perhaps not a great deal. This became clear afterwards from the captured documents in which the enemy recorded his own losses.

Eighteen enemy infantry divisions, including the guards and border divisions, took part in the fighting for Odessa. At the beginning of the war each division numbered from 13,000 to 14,000 officers and men. The total losses (killed, wounded and captured) of the 6th Infantry Division amounted to 20,132, the 14th Infantry Division 18,001, and the 13th and 15th more than 16,000 men each. Of the other divisions only three lost less than half their original strength.

These figures, as the Rumanian document states, refer to the period from the beginning of the war to the end of the Odessa operation, but of the total enemy losses the figures for the first month of the siege were undoubtedly very high.

What we were saying at that time about tens of thousands of enemy officers and men being put out of action was true. At least 11-12 divisions that formed part of the six army corps were pinned down in the fighting round our beach-head, and diverted from the rest of the front.

It looked as though the enemy was, in his own way, "marking" the days which apparently reminded him of his wrecked plans and schedules. Taking revenge on the city for its failures the enemy command hurled scores of bombers against Odessa. On September 7 the bombs destroyed several blocks of flats in the city centre and a clinic; the following day they demolished one of the university buildings, part of the railway terminus and the shoe factory. They also damaged the Young Pioneers' Palace and caused a number of fires. In the port the heroic efforts of emergency squads saved the transport ship *Tashkent* (the namesake of the destroyer leader that had come to Odessa), which had received a shot-hole while unloading.

But the malicious and senseless air attacks against the city blocks of flats failed to crush the will and courage of the people whose everyday life now included shelling, water rationing and street barricade duty. The mass air raids did not cause panic and did not stop the work of the industrial enterprises. At the January Uprising Factory, in the shop

where tractors were being transformed into tanks, a meeting of workers was in progress when an air raid started. Our comrades who had been there told us that only the air-defence men left the meeting in order to take up their stations.

A general city rally was held on September 9. N. P. Gurevich, Secretary of the City Party Committee, Divisional Commissar Voronin, workers, engineers and housewives spoke at the rally. All of them were now no longer merely inhabitants of Odessa, but were also its defenders, and each of them told the rally what his factory, shop, block or house was doing to defend the city. On behalf of Odessa's working people the rally sent a letter to the Communist Party's Central Committee, pledging themselves to defend the city to the last. It also adopted appeals to the inhabitants of Leningrad and Kiev, whom the war had put to a similar test.

Meantime the army units received collective letters from the Odessa factory workers. These letters contained both greetings and requests to fight the enemy with even greater vigour. The messages were signed mainly by women, who were making mortars and grenades for the fighting men, were baking bread for them, were building, with the soldiers of the construction battalions, new lines of fortifications and extinguishing enemy incendiary bombs in the city. Of the 50,000 people working in the Odessa factories in September more than one-third were yesterday's housewives, girl students and schoolgirls who had come to these factories since the beginning of the defence. Thousands of women went out every day to build defence lines and be on duty in air-defence squads.

Quite a number of Odessa women and girls were actually at the front, not only as nurses. There were girls in volunteer battalions, which had been sent to the forward line of defence as early as August and then became part of the regular troops. Nearly all the soldiers now knew the names of some of them, primarily through our army newspaper *Za Rodinu* (For the Motherland).

Was there anybody in our army who had not heard of Nina Onilova who was sometimes referred to not as Nina, but as Anka? A member of the Komsomol and a worker of an Odessa knitted goods factory, she came to the Chapayev

Division as a nurse, learned how to handle a machine gun and was entrusted with one. Then to her fighting comrades she became a new Anka, Anka the Machine Gunner, like the fearless girl everybody knew from the film "Chapayev".

I cannot give any personal impressions of Nina Onilova because I never met her. I shall, therefore, take the liberty of quoting the reminiscences of Y. Y. Vaskovsky, Major of the reserve and former political worker of the 54th Razin Regiment where Onilova arrived as a machine gunner. This is what he says about her arrival in the regiment:

"In three successive attacks the enemy dislodged our first battalion from its trenches. The second battalion managed to hold its line, but was threatened with encirclement. Battalion Commander I. I. Sergiyenko, who watched the battlefield from a slit in the observation post, took the receiver from the telephone operator and shouted to Lieutenant Grintsov, the company commander:

" 'Why is the machine gun on your left flank silent? Check at once and fire it yourself!'

"Grintsov set out on a run along the trench. Meantime the enemy troops had noticed that the fire on the left flank was weak and started out in that direction. It looked as if they were about to break into the trenches.

"The lieutenant reached the machine gunner's trench. Number 1 was bent over the emplacement, motionless. Was he dead? Behind him, however, calmly stood Number 2.

" 'They're still too far away, let them come a bit closer,' said the machine gunner without turning round.

"But the attackers were now only about 100 metres away.

" 'What are you doing?' the company commander shouted. 'They'll throw grenades at you.'

"Grintsov was about to push the gunner aside and open fire himself when the machine gun spoke up. The burst aimed at the enemy soldiers who had crowded into a narrow area, mowed down more than half of those who were in front. The rest of them, without yet understanding what was happening, continued to advance upright. The first burst was followed by a second and then a third, and of the mass of running soldiers only a few remained on their feet. The last to be hit fell about 30 metres from the machine gun. The soldiers in their trenches rejoiced: never before had they seen such firing.

“ ‘Wonderful!’ shouted the company commander. ‘Just look at all those fascists lying there! You deserve more than a decoration!’

“ ‘A decoration’s all right, Comrade Commander’, the machine gunner answered. ‘Only I didn’t come here for a decoration. Behind us is Odessa.’

“At last the machine gunner turned and got up, and Grintsov, who had not had a chance to see the new reinforcement that had arrived the day before, saw that before him was not a veteran, but a young, round-faced girl with a boyish haircut.”

The new Anka the Machine Gunner (that battle alone was probably enough to give her that name) continued to amaze even experienced fighters with her fearlessness. She also fought with the crew of one of Odessa tanks. She killed hundreds of enemy soldiers. At Odessa she was wounded and evacuated inland. In Sevastopol she returned to the Maritime Army, to the same Razin Regiment.

In September the fighting men on the Odessa lines had also come to know Lyudmila Pavlyuchenko. Graduate of Kiev University and a historian by profession, she became one of the best snipers of the Maritime Army. During the defence of Odessa she killed 187 enemy officers and men.

Both Nina Onilova and Lyudmila Pavlyuchenko were subsequently awarded the title of Hero of the Soviet Union, and their fighting exploits are now very well known. But the units of the Odessa volunteers that became part of the regular army or fought shoulder to shoulder with regular army units included many other fearless fighters, both men and women. Their exploits are little known and still have to be told.

Several years ago, when the veterans of the defence met in Odessa, N. Olenovich, the war-time Secretary of the Regional Committee of the Ukrainian Komsomol, spoke of a group of young patriots, mobilised by the Komsomol.

Among them were Odessa dockers Nikolai Kapustyansky, Ivan Polozov and Tikhon Kolyada, barber Alexander Pesetsky, tobacco factory worker Nikolai Dorokhov, rope-yard worker Semyon Trunov, and dressmaker Nina Voskoboinik. In their zone they had repelled 16 enemy attacks, each time losing some of their comrades. At last only two of them—Lev Rudnev, a worker, and Nina Voskoboinik—

remained alive in the trench. They had run out of cartridges and had only a few grenades left; Rudnev collected the Komsomol cards of those who had been killed, added his own and, as the senior, ordered the girl: "Crawl back to our troops and tell them we have fought honestly to our last breath." He himself faced the approaching enemy tank with the remaining grenades.

I think an episode such as this gives an idea of how the city was defended by its formerly peaceful inhabitants and of the atmosphere of heroic self-sacrifice that permeated the Odessa lines.

I hope I shall be understood correctly by those who at that time were not volunteers, but regular Red Army men and had either served in the army before the war or had been called up from the reserve: I am dwelling on the volunteers not because they fought better than the regular soldiers.

There were innumerable exploits by Red Army men and sailors at Odessa and in this book I have tried to show what they meant in our part of the front.

But a soldier is trained by his army service to display courage. His valour in battle is an honestly discharged soldier's duty. But when similar valour is displayed by people who only a short while before had no idea that they would have to fight the enemy, this signifies a great deal more. In the final analysis this means that no one can vanquish such people.

Gripped by the anxieties and problems of the day and cut off from the Mainland we at times failed to realise that the very name of Odessa was becoming a symbol of staunchness and inflexibility in the struggle against the enemy. I remember having been extremely moved one day on hearing the broadcast over the radio of a *Pravda* editorial in which the defence of Odessa, like that of Leningrad and Kiev, was cited as an example of amazing mass heroism.

Moscow newspapers reached us irregularly and very late. I do not remember whether I saw that issue of *Pravda* or not, but the editorial I heard over the radio made me feel that the events in our sector of the front—small compared with the rest of the theatre of war—had begun to attract considerable attention.

In those days Odessa learned that its struggle was being followed in other parts of the world. A telegram sent by a workers' meeting in the British city of Bristol had arrived and was published in the local press. The telegram read: We are with you in this remarkable struggle against the common enemy because we know that happiness, progress and a lasting peace can be achieved only after the destruction of fascism. The defenders of Odessa also received a telegram from the garrison of Tobruk, a fortress besieged by the nazis in Africa. Ambassador I. Maisky cabled from London on behalf of the Soviet community in Britain: "It is with pride and bated breath that we are watching your courageous struggle."

The collective farmers of Orjonikidze Territory (now Stavropol Territory) informed us that they were sending through Novorossiisk the first thousand tons of potatoes of the new crop as a present to Odessa. The grain growers of the Don area also sent their gifts to the city. Moscow Radio broadcast Odessa programmes. We, the defenders of the besieged city, felt that our vast country was with us.

We received a relatively large shipment of arms: 5,000 rifles, 150 heavy and 200 light machine guns, 300 sub-machine guns and 120 large-calibre mortars with three units of shells. GHQ had been able to send all this to the Odessa Defence Area from the stocks of the 51st Army formed in the Crimea.

The fleet fulfilled the order to deliver these weapons to Odessa with due speed, just as it had in August when shells were shipped to us for the first time. The destroyer leader *Kharkov* and the destroyer *Dzerzhinsky* sailed from Sevastopol with these weapons and a consignment of ammunition, the *Kharkov* flying the flag of Vice-Admiral Oktyabrsky, the Commander of the Black Sea Fleet.

The arrival of the ships was planned to take place at night, and all possible precautions were taken to safeguard them against enemy artillery fire. The system of theodolitic posts that I have already described was in operation. At nightfall the two destroyers which were in the Odessa Base took up their positions in Odessa Bay. Their task was to engage the enemy's batteries which had not yet been silenced

and to divert their fire from the port during the approach of the ships.

It should be noted that by this time the total number of long-range guns shelling the city and port from the neighbourhood of the Bolshoi Ajalyk Estuary had increased, according to our artillerymen, to 36-38 and it was becoming more and more difficult to silence them for even a short period of time.

Everything was now complicated by the fact that the ships had been delayed by some technical failure during their passage and were approaching Odessa at daybreak. The *Kharkov* and *Dzerzhinsky* zig-zagged under a smoke-screen to evade artillery fire, but the wind was dispersing the smoke.

The enemy had concentrated the fire of at least three batteries on the entrance channel. The ships broke through at high speed. The *Kharkov's* deck structures were pierced through and through by shell splinters, and a few of its deck crew were wounded. The Fleet Commander, therefore, even before disembarking was able to appreciate the situation prevailing in Odessa. Rear-Admiral Zhukov and members of the ODA Military Council met Vice-Admiral Oktyabrsky at the wharf.

The hours immediately following were also tense. The coastal and naval batteries were unable to neutralise the guns shelling the port. On the smoke-screened wharves ammunition and weapons were being hastily unloaded directly onto lorries. They had been waiting in the area of the port and were driven alongside the ships and, when loaded, quickly drove away from the zone of fire.

In general everything worked out all right, and the army received all of the precious cargo sent from the Mainland.

The weapons and ammunition (shells had also arrived on transport ships the following night) had come in good time. We did not attach particular importance to the Bucharest radio broadcast announcing the enemy's intention to capture Odessa by September 10. But there were many signs that the enemy was preparing for a new offensive and possibly from different direction at one and the same time. Our air reconnaissance had detected a concentration of reserves both at Karstal and in the area of Vygod. There was a renewal of

activity in the Eastern Sector where Kochenov's division on September 4-5 repelled another enemy attempt to breach our front.

The artillery HQ had made thorough preparations to repel the new enemy attacks. Bearing in mind the various possibilities of the anticipated offensive Colonel Ryzhi and Major Vasilyev prepared for a far more extensive manoeuvring with the fire of the divisional, army and coastal artillery than there had been hitherto.

Under the circumstances the enemy spearhead on our left flank near Lenintal was particularly dangerous. On the evening of September 9, an order to destroy this spearhead in the course of the next day by all available forces and resources was transmitted by teleprinter from the Army Commander to Major-General Petrov. At the same time the troops of the Eastern and Western sectors were directed to improve their positions in different parts of their areas and to capture certain hills. By these active operations it was hoped somehow to forestall the enemy attacks.

On the night of September 9 the enemy continued his systematic shelling of the city and German aircraft dropped about 30 high-explosive bombs. As on previous nights, however, there had been no attacks against our positions, and for several hours all was quiet on the front.

In the morning fighting was resumed. Here and there we were involved in head-on clashes and in a number of places the initiative was completely in our hands. The left-flank battalions of Kochenov's division had advanced between the Kuyalnik and Khajibei estuaries. Vorobyov's division was straightening out its front by dislodging the enemy who had in some places driven wedges into our lines. Shishenin, the ODA Chief of Staff, was at the Southern Sector with General Petrov, and their information was by no means reassuring. The Chapayevites' new attempts to destroy the bulge in the area of Lenintal had failed. There the enemy was reinforced by one more division, the 10th Infantry, which he apparently concentrated in the same wedge, preparing to widen the gap.

This was all a preparation for a large-scale offensive which we expected. It began on September 12. The attacks were being delivered from two directions—the southern and the western.

But before describing the new fighting I must tell in greater detail what the Maritime Army looked like at that time.

Ten reinforcement battalions—10,000 effectives—landed in the Odessa port between August 30 and September 2. During September 5-12 an additional 15 battalions arrived. The total strength of the reinforcement that had arrived from the mainland in two weeks amounted to 25,350 effectives.

The men were distributed among the units according to the losses suffered by these units. We had to see to it that the battalions retained their ability to act like battalions, and regiments—like regiments. The 25,000 new Red Army men who had reinforced the Maritime Army enabled us for some time to bring the complement of the main fighting units closer to the normal requirements and even to form small reserves.

However, the reinforcements we received were not enough to form the infantry regiment which the 421st Division lacked. Nor was the total numerical strength of the troops defending the Odessa lines more than we had had a month before: since that time the Army had lost 20,000 men in wounded alone.

The first reinforcement battalions consisted of picked men and it was not surprising that General Vorobyov was so delighted with them. But the Mainland was apparently unable to send only men of this calibre to Odessa; other fronts also needed reinforcements. Further echelons consisted of men who had had no training at all, and as time went on more men of this kind were sent.

Of course, army HQ was unable to check on the training of the reinforcements beforehand. When the transport ships arrived in the port representatives of different units were summoned to receive the contingents assigned them and the soldiers were either taken in lorries or marched off to the front line. Usually the new men found themselves on the forward lines the same day.

We learned of a most alarming situation. Captain Kovtun-Stankevich reported to his divisional commander who passed on the information to army HQ that men had arrived who had never held a rifle in their hands. The same thing was reported to the Army Political Department by

N. A. Berdovsky, the political officer of the Chapayev Division.

Thus a new problem arose. It was absurd to commit to action people who had not had even elementary military training. Nor was it hard to imagine the mood of the men who found themselves in the forward trenches unable to fire a rifle. Could they seriously be regarded as soldiers at all?

All the same we did not return the untrained reservists from the units, especially since the army had no training centre. The divisional and regimental commanders were instructed to organise their training in the rear of their units. In the final analysis the commanders of the units were vitally interested in making some sort of soldiers out of these men as quickly as possible.

For future eventualities we established the following method. On the arrival of a reinforcement in the port, the unit representative had to discover who had no knowledge of a rifle, had never fired one, and had never held a grenade. These men were lined up separately and on the way to the front line they were "schooled on the march", as somebody called that simple system of training suggested by the situation.

Halts were made in suitable places planned beforehand. The halts were not used for rest, but for training. Sergeants or other experienced soldiers met the reinforcements and taught their new comrades the elements of military techniques.

The most essential skills were taught—how to hold a rifle, how to load it, aim and fire. They were given purely practical training, firing at specially placed targets. Each man was given a chance to throw not only a dummy, but also a live grenade—grenades were manufactured in Odessa, and we had plenty of them.

The schooling consisted of two or three training halts, but the men who had gone through it no longer started when they fired a shot nor were they afraid to take a grenade in their hands. And what was most important, they began to believe that their comrades could teach them quickly what they needed to know. Naturally, considerable thought had to be given to the allocation of these men to platoons and squads so that they were placed alongside experienced soldiers.

The necessity of organising the training of commanders had arisen still earlier.

To replace the commanders of platoons, companies and battalions who were put out of action, we took whoever was fit for it from the available rear personnel and commanders of supply units. We boldly promoted to intermediate command positions experienced sergeants and men who had distinguished themselves, like border guard Afanasyev. Many of them were promoted to the rank of junior lieutenant merely on the recommendation of the units because in fact they were commanding platoons. Their officer's training school was the field of battle.

But it was desirable that other candidates for promotion be trained in somewhat more peaceful surroundings. We remembered that army HQ had a department of combat training, although its workers had for some time been used mainly as liaison officers. The department was ordered to devise and run an extremely short training course for junior lieutenants.

By September the course was already operating at full speed. New groups were trained every ten days. According to established tradition, Fyodor N. Voronin, member of the ODA Military Council, addressed a few parting words to the graduates before they left for their units. Often, a couple of days later, the names of the young commanders appeared in the combat reports where mention was made of the units that had distinguished themselves.

The course gave the units more than 300 new platoon leaders, a total of about 700 sergeants, privates and seamen having been promoted to the rank of junior lieutenant. Of course, they were in many respects inferior to the lieutenants who had received normal training, but served zealously, fought selflessly and, except in isolated cases, coped with their tasks.

However, we were still short of command personnel. In one month the 95th Division lost (mainly wounded) three complements of platoon leaders and company commanders. Often the lost commander could only be replaced by a sergeant. Towards the middle of September the divisions were short of almost half the command personnel.

This was the state of the Maritime Army before the enemy started his new decisive offensive against Odessa.

As early as September 3 the ODA Military Council found it necessary to inform the Supreme Command that the reinforcement battalions we were receiving only replaced our casualties, that the shortage of men, especially command personnel, and weapons had lowered the fighting efficiency of the troops, and that they were, therefore, unable to dislodge the enemy from the areas from which he was shelling the city. The telegram sent to GHQ stated that to press the enemy back and keep Odessa out of range of enemy shells, we needed an additional well-armed division.

On the day when Vice-Admiral Oktyabrsky was in Odessa (he returned to Sevastopol the following night on the *Kharkov*) he attended a meeting of the ODA Military Council at which the defence situation was discussed. We were informed that the sailors had been instructed by their People's Commissar to draw up plans for an amphibious landing in the area of the Bolshoi Ajalyk Estuary with the object of improving the situation in the Eastern Sector. For this purpose the fleet was training a special marine unit which was later to form part of the Maritime Army.

The projected operation was kept a strict secret, and the information given to the leading personnel of the Odessa defence was very limited. No date had been set. The representatives of the army stated, however, that the amphibious landing could apparently justify itself only if combined with an offensive from our beach-head. And for that we needed additional forces which we still did not possess.

The idea was also put forward that it might be more expedient merely to bring the unit—regiment or marine brigade—intended for the amphibious landing to Odessa. But the sailors had already decided to make a landing. It was to be the first amphibious landing on the Black Sea in the Patriotic War, and both the Fleet Command and the People's Commissar apparently wanted to draw certain lessons from this operation.

On September 12, the following record appeared in the war diary of the army: "4:30 a.m. After an intensive artillery preparation the enemy assumed the offensive against the 25th Infantry Division."

The enemy was delivering his main attack in the direction of Dalnik by taking advantage of the bulge that had formed in the front line and which we had been unable to eliminate through lack of forces. Stubborn fighting broke out all along the left flank and was followed by fighting to the north of it—in the central sector of the defence.

The enemy command had apparently done all it could to achieve decisive success this time. Five Rumanian infantry divisions (a part of them in the second echelon) and a cavalry regiment were concentrated against our Southern Sector alone. According to our information, there were also some German battalions taking part. In some parts of the sector the artillery density was as much as 80 guns per km of frontage.

In the orders that had preceded the offensive and of which we learned later, Antonescu demanded that the 4th Army should at last take advantage of its numerical superiority over the defenders of Odessa. The fascist ruler expressed himself quite frankly: "Is it not shameful that our troops enjoying a 4 or 5:1 superiority in men and equipment keep marking time so long?"

The Chapayevites and the regiments of the 2nd Cavalry Division, their neighbours in the Southern Sector, defended themselves staunchly. They were supported by the Black Sea bombers and our fighters, Bogdanov's artillery regiment, the coastal batteries and two armoured trains. Fire was delivered by the cruiser *Krasny Kavkaz* that had arrived in Odessa the day before.

In the first hours of the offensive the enemy managed to press back the right flank of our 287th Infantry Regiment, but by the end of the day heavy fire of our artillery and our counter-attacks enabled the regiment to recover its positions. The 7th Cavalry Regiment held all its positions, while the two other regiments in the Southern Sector had to retreat a little.

The day was very difficult for the city too: as in past offensives the onslaught at the front was accompanied by the heavy bombing of Odessa. The fighters and antiaircraft gunners had shot down four bombers, but many managed to break through to the city centre.

The day's report on the losses among the civilian population gave unprecedented figures: 129 killed and 162

wounded. Usually these facts were not recorded in the army war diary, but on this occasion Senior Lieutenant Sadovnikov recorded them next to the army casualties.

According to the reports received during the first air raid which took place early in the morning, some aircraft had dropped parachute mines. One of them exploded on the cemetery and another in a street. They left behind them very large craters and caused destruction within a radius of up to 200 metres. However, only a few mines dropped on land; the rest of them fell into the sea. This spelled new danger for the ships coming to Odessa. At the same time this could be regarded as the enemy's admission of his miscalculations. Hitherto the fascists had dropped no mines near Odessa; they apparently believed that the port would soon be in their hands and did not want to waste any time on mine-sweeping later. Now they evidently no longer hoped to bring their ships to the port quickly, despite the fact that a new offensive against Odessa had begun on a wide front.

The offensive continued on September 13 and on the subsequent days, our troops making every effort to hold each line as long as possible.

But the pressure was such that the army was unable to hold the whole front of the Southern Sector with its insufficient forces. Whereas we still managed to hold Dalnik and the highway leading directly to Odessa, to the south of it the enemy steadfastly advanced by gnawing into our defences. The 31st Regiment of the Chapayev Division on the left flank was actually in danger of being encircled.

Again, just as three weeks earlier when we had to decide the question of Chebanka, we now had to make some sort of sacrifice, otherwise it might become absolutely impossible for us to hold the front, especially since the situation had changed for the worse in the Western Sector where the enemy pressed back two regiments of Vorobyov's division.

On September 14, the Commander of the Maritime Army ordered the left-flank units of the Southern Sector to withdraw to the Sukhoi Estuary line. The ODA Military Council had arrived at the unanimous conclusion that that was the only chance to hold and consolidate the front in the southern

direction and thereby prevent the breach of the main line of defence.

The zone held by the Chapayev Division considerably diminished, enabling us to make the battle formations denser and direct more artillery fire at the decisive sectors. Muhamedyarov's regiment was being withdrawn to the army reserve which we needed badly.

Operationally, however, the enemy was gaining certain advantages. The coastline of our beach-head narrowed down to 30 km, which greatly limited the chances of the ships to manoeuvre on the approaches to Odessa and practically made it impossible for them to enter the port in the daytime.

Another and no less onerous result of the withdrawal of the left flank of the army was that the enemy could now begin to shell the city from the south as well. And, finally, the fact that the front was getting closer to the city on yet another sector meant that all sorts of surprises and unexpected complications might occur. It will be remembered that the Sukhoi Estuary was the area of Ilyichevsk, the new sea port that had become practically a part of Odessa.

That same day, September 14, the ODA Military Council sent similar telegrams to the Supreme Commander-in-Chief, the People's Commissar for the Navy and the Military Council of the Black Sea Fleet. The telegrams reported the situation that had arisen at Odessa and that the enemy was bringing up new divisions to the city. It ended as follows: "To ensure the stability of the front, we need one infantry division and further reinforcements."

The leaders of the Odessa defence were fully aware that the situation in the south had not improved after they had been refused a division and that now it was probably still more difficult to send one to Odessa than before. Yet the Military Council could not help repeating its request, for there was too great a danger that without fresh fighting forces we might not hold out, since our front, as taut as a bow string and at some points only 10-15 km from the city, might not withstand the next enemy onslaught.

WE MUST HOLD OUT!

The answer from Moscow came in less than 24 hours and was altogether out of the ordinary.

General Shishenin summoned me over the intercom and handed me a short telegram which he had just been given by Rear-Admiral Zhukov.

The telegram addressed to the Command of the Defence Area read:

"Transmit the request of GHQ to the officers and men defending Odessa to hold out for another 6-7 days in the course of which they will receive help in the form of aircraft and armed reinforcements. J. Stalin."

We had often received cabled orders from the senior commanders to stand our ground, but I had never seen such a telegram before. I should say that none of the units in which I served during the subsequent course of the war were ever again addressed in this manner by the Supreme Command.

General Headquarters had not issued any orders. It had asked the defenders of Odessa to hold out for another week, in the course of which it promised to send help.

By this approach the Supreme Command had given the defenders of Odessa moral support. This request meant more than any order to hold on. Although the situation on our front had become worse during the past 24 hours, we sensed that the men felt encouraged and were inspired.

A few hours after the receipt of this telegram we learned that the promised help would probably start arriving before time set. GHQ had ordered the Black Sea Fleet to ship the

157th Infantry Division from Novorossiisk to Odessa. For this purpose the fastest ships—former passenger liners—were assembled at Novorossiisk from other ports. Ships of the fleet were also allowed to transport the division.

The sailors were urged on by N. G. Kuznetsov, the People's Commissar for the Navy. Shortly after, it became clear that he was categorically opposed to abandoning the territory beyond the Sukhoi Estuary, chiefly on account of the operational bases of the naval air arm which would be lost near Odessa, and hoped that the swift transportation of the division and reinforcement battalions would help us to hold out.

But the telegram of the People's Commissar to the Black Sea Fleet Military Council setting forth these considerations arrived at the same time as our report that the Maritime Army had already abandoned the territory beyond the Sukhoi Estuary. We had no reserves for counter-attacks and the enemy would have dislodged us anyway and quite likely with heavy losses.

On September 16, the first echelon of the 157th Division was already embarking in Novorossiisk. Help was close at hand, but the events on our beach-head were becoming so dangerous that sometimes we anxiously wondered if it might not arrive too late.

In describing how the enemy had almost broken through to the dyke near Peresyp at the end of August I called those days critical for the defence of Odessa. A few days in the middle of September were undoubtedly also critical. Only this time the danger of a breakthrough threatened us from the opposite direction.

The enemy had captured the western shore of the Sukhoi Estuary on our left flank (we had blown up the dyke that linked its banks at the sea) and was delivering his main attack with three infantry divisions and groups of tanks in the general direction of Vakarzhany-Dalnik. The troops of the Southern and Western sectors were fighting off this attack jointly.

It was a good thing the artillery had shells. We were now often afraid that the next batch of shells might fail to reach the batteries even when the ship that had brought them from the Crimea was in the port. On one occasion we had to

arrange a combined attack in order to ensure the unloading of a ship. Three war ships, two coastal batteries and a group of aircraft were ordered to silence, at least for a short time, the enemy long-range guns which were shelling the port. We only partly succeeded. The ammunition was unloaded at top speed directly on to lorries which followed each other to the very side of the ship.

As long as there were shells the skilfully controlled artillery demonstrated all its power. But the scarcity of men in the trenches made itself felt despite the shortening of the front in the Southern Sector. In the first days of the big September offensive the enemy inflicted considerable losses on the Army. The battalions of Major Belyuga's 90th Infantry Regiment now numbered 50-60 effectives each. Almost the same situation obtained in the 287th Infantry Regiment which had recently been reinforced.

In the eastern direction the enemy was somewhat quieter, Colonel Kochenov reporting that in some areas between the estuaries the enemy was installing wire entanglements. Taking advantage of this lull we transferred from there Blinov's cavalry regiment and several units of the 421st Division to reinforce the Western and Southern sectors.

But this, too, was not enough. And, although the ODA Military Council was already of the opinion that it was no longer possible to reinforce the army from among people in Odessa, all the same we again had to look to the city for reserves. Militia units and firemen went to the front, and men from volunteer battalions, who up to then had combined their duties on the city barricades with work in factories and offices, were enrolled in the regular army. Odessa was now sending practically every citizen capable of bearing arms to the defence lines, many of whom laid down their lives for their city.

In Vasily Vorobyov's notes referring to those days I found the following lines:

"Comrade Vlasov, the commissar of the reserve committed to action in the area of the 161st Infantry Regiment, is reported to have been killed. I saw him last when he showed me the companies of his battalion. He was a broad-shouldered man, a real proletarian. The bullet went through his helmet. Before the battle he said to a Red Army man: 'If I'm killed, take my Party card.' "

When I recall that period of the defence I realise that we accepted what was heroic as something quite natural, almost commonplace, while what was seen as possible or impossible often bore no relation to our previous conceptions.

Once late in the evening I was examining the actual potential of the fighter air regiment and, what we could count on the next morning. The report from the regimental Command Post read: planes ready to fly—five; the rest are damaged and need repairing.

I knew that repair work would continue throughout the night since the technical personnel headed by Regimental Engineer Kobelkov worked round the clock, but how many planes could they complete during the night? How many? Five more?

In the morning Major Shestakov reported that 23 planes were ready to perform combat missions. Naturally, I was delighted, but I don't think I was particularly surprised and just took it for granted. The army war diary showed these 23 planes to have made 104 sorties that day and given the units considerable help in repelling enemy attacks.

It should be noted that these were planes which previously would have been considered generally unfit for further use, not only because they had been damaged, but also because most of them had long ago exceeded their quota of flying hours. The engineers and technicians had to exert enormous efforts to put these planes in fighting order again and again. And the pilots had to be men of great courage and special skills to fly them.

How I wished we had had more even of these planes! Their appearance over the battlefield and their low flying attacks against the enemy infantry often produced such results that the telephone reports from the observation posts contained the following "unbusinesslike" phrases: "the infantry is shouting hurrah" and "the men in the trenches are throwing their helmets up in the air". After successful attacks by our fighters the enemy was, as a rule, unable to resume his attacks in that area for some time.

And if a plane that had just attacked the enemy found itself in trouble, the infantrymen were ready to do anything to come to the rescue of the pilots.

In September two damaged aircraft were forced to land between our trenches and the enemy's. Once a naval bomber was forced down. After barely reaching no-man's land it landed closer to the forward line of the enemy positions. The three members of the crew—all wounded—were scarcely able to get out. A group of soldiers evidently sent to capture the airmen started crawling from the enemy trenches towards the plane. But our mortar battery opened fire and a screen of explosions barred their way. Red Army men were already running across the field to the rescue of our airmen. The bomber crew was saved. This took place in the area of the 31st Infantry Regiment, in the battalion commanded by Captain Petrash, a brave commander who repeatedly distinguished himself in repelling tank attacks.

On another occasion a damaged fighter of our Odessa regiment was forced to land in no-man's land. This time not only the pilot, but also the plane was saved. In order to rescue the plane, our men launched an attack. The aircraft technicians repaired the plane and it took to the air again. Lieutenant Alelyukhin, the pilot who was saved, subsequently became a well-known ace and was twice awarded the title of Hero of the Soviet Union.

No doubt the appearance of our tanks on the battlefield inspired our infantry no less than the attacks of our aircraft. In September the Maritime Army already had a tank battalion commanded by Senior Lieutenant Yudin. All the tanks had either been renovated or converted from tractors and the tankmen were for the most part trained on the spot. But the battalion proved to be a real fighting force. Wherever there were a few tanks the men went into the counter-attack with confidence.

Our counter-attacks now bore no resemblance to those we had launched at the end of August in the Eastern Sector when at all costs we had to stop the enemy 13th and 15th divisions which had advanced too far. Then whole regiments rose to meet the enemy with bayonets fixed. Now we simply had no forces for big counter-attacks, while attacks of small units often failed to achieve their aim and did not justify the losses they suffered. They had to be resorted to very circumspectly and prudently.

But we had to counter-attack wherever the enemy managed—usually at junctions between units—to drive a

wedge into our positions. Now that the forward line of defence on the left flank in some places was only 10 km from the city these wedges became particularly dangerous.

However, when demanding the destruction of enemy spearheads, we had to consider more carefully than ever before whether or not we had the strength. Both the Army Commander and I knew very well that, for example, General Vorobyov never exaggerated anything in his reports and never asked for help unless absolutely necessary. And, if ever he said: "I think I can do it, although I'm not sure," it meant we had better send him some reinforcements, if at all possible.

An occasion of this kind arose when an enemy regiment had driven a wedge into the battle formations of the 95th Division, threatening to break through to the suburban village of Nerubaiskoye. Vorobyov reported that, to re-establish the situation, he intended to attack the flank of the enemy regiment and was, therefore, forming a composite detachment by removing men from various sections of the front, since the division had no reserves.

"We ought to help Vorobyov," Sofronov decided, "or he will only suffer needless losses. What can we let him have?"

We sent a militia unit by lorries, and it was included in the composite detachment to which the reconnaissance battalion of the division was also added. The detachment was headed by Prasolov, the Divisional Chief of Staff. The 4th Regiment of the Rumanian 3rd Infantry Division was attacked not only from the flank, but also from the rear. The flank battalions of two regiments acted with the composite detachment and the infantry was selflessly supported by the artillerymen. The crews of one of the batteries of the 57th Artillery Regiment rolled their guns forward and delivered direct fire. One of the enemy battalions was encircled and was almost completely wiped out, while the two other battalions were hurled back. The captured equipment included many machine guns.

By the middle of September the enemy began to shell Odessa from the south, from beyond the Sukhoi Estuary. True, it was unlike the shelling from the area of the northern

estuaries; the enemy fired at random, without adjustment. However, the shells now reached the reserve wharves on the Bolshoi Fontan and the city blocks that were out of range of the enemy batteries positioned at Dofinovka and Alexandrovka.

Again the city was able to adapt itself. The transport worked almost uninterruptedly. The cinemas and stores, and not only the foodstores, were open. *Bolshevistskoye Znamya*, the local newspaper, continued to advertise sales of a large assortment of clothes, haberdashery and leisure goods. Usually one does not notice such advertisements, but in a city where even water was rationed and shells exploded in the streets they appeared particularly significant.

On September 14, the very day when the order to withdraw the troops from beyond the Sukhoi Estuary was issued, the city newspapers published an interview with the head of the city board of education dealing with the preparations for the new school year.

And the school year really did begin. Not very many children had remained in Odessa, but they were all registered and distributed among the different schools. Buildings with thick walls that could protect the children against the shells were set aside for them. One school was hit by a bomb, and there were some casualties, but the lessons continued. The younger children met in small groups in the flats of some of the parents, in the most reliable buildings and close to the children's homes.

For the 2,000 schoolchildren whose families had moved to the catacombs classes were organised in the catacombs. I remember that the school teachers who had joined the army were replaced by old university and other higher school lecturers. The schoolchildren were given free breakfasts.

The intensified shelling created new problems. It caused more fires and consequently water was required. This could only be taken from the sea. New pumping stations were installed in different places and water was pumped into special fire reservoirs.

Our fighter airfields had also come under enemy fire. Caponiers to shelter the planes and dugouts for the personnel had been built there beforehand. However, these measures proved inadequate. The enemy had the range of the airfields, and our planes now came under fire during take-off and land-

ing. The ground personnel, who received them and saw them off also suffered losses.

All this meant that we needed another airfield. But was there a suitable place for it in Odessa which was being shelled from two sides? One day Katrov announced that the airmen had found a more or less suitable place themselves. It was an oblong vacant lot amid deserted country homes in Chubayevka, in the vicinity of the 4th Station of the Bolshoi Fontan.

To build a runway, even a small one, is no easy matter, and the vacant lot could be transformed into an airfield only with the help of the people in the city. Rear-Admiral Zhukov, ODA Commander, explained the urgency of this task to N. P. Gurevich, Secretary of the City Party Committee, and B. P. Davidenko, Chairman of the City Executive Committee, and asked for their help.

To find able-bodied people who were not busy doing something important for the defence was not so easy at that time, yet the city authorities took only two days to organise dozens of work teams. The teams were composed mainly of women, who were accommodated in the deserted country and holiday homes near the construction site. The Army undertook to feed them. The work was supervised by Major-General Khrenov who also assigned some of his engineers.

The inhabitants of Odessa had a particular regard for Major Shestakov's air regiment—the entire city frequently watched their air battles. The people who came to build the new airfield did all they could to show their appreciation of the airmen, and work on the construction site did not cease even during enemy raids which took their toll in killed and wounded.

The airfield was supposed to be built in ten days, but it was finished in seven. The 69th Air Regiment redeployed to the Bolshoi Fontan in Chubayevka.

The new spot proved to be well chosen because the enemy looked for the new airfield anywhere but there. The planes, thoroughly camouflaged, were placed amid the country homes and they were hard to see. True, it was neither easy to take off nor land on the narrow runway surrounded by buildings and orchards. The more so since, in order not to disclose the airfield, the planes had to approach it only at low altitude.

The pilots adapted themselves to these conditions, and there were no accidents either during the take-offs or landings. Flying over the very housetops the planes went out to the sea singly where they gathered in groups, climbed and performed their combat missions.

The enemy never found this airfield and it was used till the end of the defence. During the shelling of the city only accidental shells dropped in this area, and the airfield was never bombed intentionally.

All the hardships of life under siege, all the difficulties of defending a greatly reduced beach-head reached their zenith by the middle of September. The units holding the forward lines of defence, as well as other sections of our army were now facing their most serious trials. I have scarcely mentioned some of them and it is time I did it, otherwise the picture will be incomplete.

In the defence of Odessa there was no precise line between the front and the rear, especially when fighting was in progress on the close approaches to the city. Nevertheless the Maritime Army had its rear supply service headed by Major-General Kolomiyets and later by Supply Officer 1st Rank Yermilov. After the formation of the ODA the army supply units also served the defence area. Having united with the administrative units of the naval base they assumed a number of additional functions connected primarily with sea shipping and evacuation of people and factories from Odessa. The main function, however, was to supply our troops with all they needed.

I believe it was precisely the supply people who more keenly than anybody else felt the changes that had occurred in the Maritime Army when the enemy had cut us off from the other forces of the Southern Front. Before that everything could be ordered from the supply service of the front. And if anything was not received in due time the army supply people were responsible only for their own delays. Now on the isolated beach-head they were primarily responsible for rational utilisation of the local resources and potentialities, for even though transportation by sea had been established there was always the danger that the ships might not reach the Odessa wharves if attacked by the enemy.

But our supply people did not become dependent on the city stocks. As early as when our troops were fighting running battles on the Dniester and there was no stable front line near Odessa special army supply detachments called search groups travelled through the towns and stations near the front line. Each group had its own area where, acting with Party and government bodies, it found stores which for some reason or other had not been evacuated, and trains stranded on cut railway lines. If all this had been left, these items would have been captured by the enemy. But urgent measures were taken and considerable food reserves were thus built up in army depots. That is why the food stores in Odessa remained entirely at the disposal of the population.

The resourceful supply people delivered not only food-stuffs to the army depots. In one of the stranded trains they discovered thousands of metres of linen fabrics. Both the supply people and the commanders were overjoyed with this find, for the material was good for padded winter jackets.

Under the prevailing conditions the rear came close to the fighting units and some parts of its usual supply service structure became superfluous. The troops were now supplied according to the army-regiment and sometimes even army-battalion scheme. Because of this, fewer vehicles were required and, what was most important, a good deal of time was saved. The men so released formed reinforcements for the combatant units.

The supply people combined the centralisation of transport with the dispersal of army stores, bases and shops, so that in case of a big air raid they might not suffer irrecoverable losses. Considering the nature of the countryside near Odessa, where it was hard to camouflage the army stores, Yermilov suggested that they be moved behind the second line of defence and partly even behind the line covering the city, in other words, to the Odessa outskirts. This was also justified because the wooded areas of the suburbs with the adjoining ravines and gullies served as a more reliable cover against air reconnaissance than the narrow strips of forest in the steppe.

In September all this was already arranged under control. I must say there was little else we could ask of our supply people, and they were praised more than ever.

In the morning the fighting men in the forward lines were served a hot breakfast. During the day they were given boiled meat, bread, tomatoes and sometimes fruit, but no hot food; after nightfall when the fighting usually abated they received a hot supper.

Above all the supply men were praised for supplying the forward lines and the batteries with grenades that had been made that very day in the factories of Odessa and shells that had just been unloaded from transport ships in the port. These were much more welcome than even bread and hot *borshch*.

The ships were now unloaded only at night. The supplies were delivered to the troops also at night. This reduced the losses to the minimum. By delivering the ammunition safely to the forward line the supply service also saved its own men.

Every night, when the ships that were to leave Odessa at daybreak were unloading, the vehicles sent to the port for the shells and foodstuffs were followed by ambulances of the army medical department. The first-aid men who had grown accustomed to the gangways ran quickly and noiselessly up and down with stretchers.

There were nights when more than 2,000 wounded were sent to the Mainland by sea. I have just glanced at an old report of the medical department which says that on September 18, 2,719 men were evacuated.

In September the departure of ambulances for the port was no longer called off or postponed because of shelling as had been the case before, for now the port was being shelled nightly. The doctors in charge of evacuation at the wharves wore helmets like soldiers at the front. Despite all the haste of the ambulance drivers and first-aid men, sometimes some of their patients sustained fresh wounds on their way from the city hospital to the ship. There were cases when the ambulance driver himself had to be bandaged after delivering the wounded.

The ambulance company enjoyed a good reputation in the army. Its drivers knew the way to any section of the front. The medical service carried large numbers of the wounded directly from the regimental and sometimes from the battalion medical aid stations to the city, especially from the Eastern Sector where the 421st Division had no medical aid station

of its own. Unlike the rest of the army supply transport which worked mainly at night, ambulances also drove along the front-line roads by day. Whenever big morning attacks were being repelled and as a result many men were wounded, they were already arriving at the city hospitals by the afternoon.

One after another the city hospitals were transformed into military hospitals as early as July and August. This was done quite simply. All of the personnel remained at their posts, but were given a military status and army rations. In addition, a commissar was appointed, the requisite number of doctors and nurses was added, and the number of beds was increased to the maximum. The civilians were also admitted to these hospitals because their splinter wounds were no different from those sustained by the soldiers at the front.

D. G. Sokolovsky, Military Doctor 1st Rank, was the Medical Officer of the Maritime Army. Like many officers of Army HQ he had come from the 14th Infantry Corps with the whole of its medical department.

Had it not been for the medical emblem in his collar tabs Dr. Sokolovsky could have been taken for a combatant officer; he had a smart appearance, excellent bearing and invariably carried a field bag on his shoulder. Very active by nature he was always in a hurry, constantly preoccupied, but never depressed.

As head of the army medical service Sokolovsky organised it on a grand scale. He had "inherited" a few things from the logistics of the other armies that had been in Odessa, including hospital trains which were useless under our conditions (only mobile surgical trolleys had come in handy, but only for as long as they could run to Razdelnaya and then to Vygoda). But the possibilities of the army medical service were determined primarily by what Odessa itself could give us since it had many medical institutions and a factory that was still turning out medical equipment.

I do not know if any other army could at that time have set up specialised hospitals like the ones the Maritime Army had, even though it was cut off on the Odessa beach-head. A hospital had been set up, for example, for men with damaged eyes, in what remained of the famous Filatov Clinic on Proletarsky Boulevard, which had been evacuated to the

Mainland. In this hospital V. I. Shevalyev, Academician Filatov's pupil, who later served in our army in Sevastopol, and other Odessa oculists, saved the eyesight of many soldiers. The Stomatological Institute in Rishelyevskaya Street was used for treating maxillofacial wounds. Other highly specialised hospitals with appropriate equipment and competent personnel were also set up.

The ranks of the army doctors were reinforced by prominent Odessa doctors, especially surgeons. There were many volunteers from among the city's medical workers who because of age or poor health were no longer subject to military service.

Professor V. S. Kofman became an army surgeon. I heard a good deal about his inexhaustible capacity for work. Despite a number of other duties, each day the professor performed the most complicated operations in various hospitals and spent the nights writing scientific papers in which he generalised the experience gained in the war. I also heard that he and Sokolovsky had a disagreement. Kofman wanted to visit the army medical stations, including battalion first aid stations, as well, but the army medical officer would not let him go there during heavy fighting for fear of losing the great specialist.

Another prominent doctor and scientist, Professor N. M. Kozdoba, member of the Regional Party Committee, also threw his lot in with the Maritime Army. He was the leading surgeon of our largest hospital set up in the 2nd Workers' Hospital in Slobodka. From Sokolovsky's reports I knew that nearly every division of this hospital was headed by Odessa professors.

But though we were so well supplied with medical personnel we had quite a problem distributing them on days of heavy fighting. On these days we employed a special method of treating the wounded. Sokolovsky recalls this method in the letter I recently received from him.

"It resembled, if I may use this term, a sort of conveyer belt. The operations were performed simultaneously on several operating tables. The principal stages of complex operations in the abdominal and thoracic cavities were carried out by the most highly-skilled surgeons, the operations being completed by their assistants, while the leading specialists moved on to other operating tables. This division of labour

made it possible for nearly every severe wound to be treated by the most experienced surgeons and at the same time considerably speeded up the work."

It is not for me to judge the merits of this system. All I know is that in those days urgent surgical aid had to be administered daily to a thousand or even more people, and it was just as bad in September as it had been in August.

The doctors who had to work in the lines worked devotedly. Doctor S. M. Levichev, decorated with the Order of the Red Banner during the Civil War and perhaps the oldest of our regular army doctors, served in the cavalry division where there were many veterans. The Chapayevites had a great respect for B. Z. Varshavsky, the medical officer of their division, who during the furious enemy attacks at Dalnik frequently supervised in person the removal of the wounded from the battlefield. Army doctor M. K. Khrulenko, the Medical Officer of the Eastern Sector (it was much harder for him than for his colleagues since this sector had no medical aid station of its own) managed to equip good operating rooms in the dugouts of the regimental medical aid stations. Dr. Khrulenko was killed in action like a soldier. But that was already at Sevastopol during the hardest time of its defence.

Having coped with its extensive duties in August the medical service of our army worked even better and with greater confidence in September. By that time it was clear that the network of hospitals organised in besieged Odessa was able to provide for the wounded practically all the forms and methods of treatment available within the country as a whole. Nevertheless, we took advantage of every opportunity to evacuate the wounded to the Mainland.

This was essential not only because the hospitals would otherwise have been overcrowded. A city where shells exploded in the streets where, in some places, it was less than 10 km from the forward trench to the residential blocks and, consequently, any contingency was possible, was not a suitable place for defenceless people in need of a long rest.

However, not all the wounded had to be evacuated. There was a strict rule that those who could be put on their feet and returned to the ranks within two or three weeks were

not to be moved any farther than the army rear, namely, the city hospitals from which they were discharged to the convalescent battalion.

But by September this battalion had grown so numerous that it was necessary to form four new companies. Moreover, one of the vacant holiday homes was set apart for the final recovery of wounded officers.

The convalescent units became a kind of internal reserve of the army, a kind of its emergency reserve. In August there was a day—the 23rd, as far as I can remember—when army HQ had no other reserves, while the enemy was pressing hard, and requests came in from everywhere for at least one company. That day anyone in the convalescent battalion who felt able to take up arms was allowed to return to his unit. “Allowed” to return because these men did not have to be asked or ordered to do so since every one of them appreciated the situation, was sick and tired of doing nothing and was anxious to get back to the front line. The battalion was divided among the sectors and was sent to the front which on that particular day could not manage without this reinforcement.

This internal reserve was again most useful in the middle of September when many units were short of men and every man counted. A report of the Army Medical Officer enables me to cite exact figures: 451 men were discharged from the convalescent battalion on September 15, 113 on the 16th, 254 on the 17th and 888 on the 18th. More than 1,700 men returned to the ranks in four days.

The reader will appreciate how important this was on recalling that at times some regiments had only one-third of that number.

On September 17 the enemy tried to advance on all three sectors.

In the Eastern Sector he attacked with a small force and failed. Kochenov's division, although somewhat weakened by the transfer of some of its battalions to other sections confidently repelled all the attacks.

In the Western Sector the day started with an unusually long preparation fire—the forward and second lines of defence of Vorobyov's division were intensively shelled during five hours. From my telephone conversations with Vorobyov I could feel that he was nervous—the telephone

communication with the 161st Regiment had been disrupted, and for a long time the divisional commander did not know the situation there.

Later we learned that in general the shelling had not caused heavy losses because the trenches and dugouts had again served as very good shelter. The attacks, although strong, were not what could have been expected after such a furious bombardment. The division had been able to repel them without letting the enemy come close to its trenches anywhere. Only at one point did the enemy—close to an infantry regiment—manage to drive a wedge, having broken through to Kabachenko farmstead. This dangerous spearhead (the farmstead was only 10-11 km from Odessa) had to be destroyed by counter-attacks, and Vorobyov was taking the necessary measures.

It was harder on the left flank—in the Southern Sector—where three enemy infantry divisions continued their onslaught, their main attack being directed against Captain Kovtun-Stankevich's regiment. True, this regiment was supported by all the sector's artillery as well as additional artillery.

That evening Sadovnikov recorded in the army war diary: "The centre of the 287th Infantry Regiment withdrew 300-400 m and continues to hold the enemy in check and to inflict heavy losses on him." Only the most important things were recorded in the diary. It did not contain, for example, the following detail: close to 15,000 enemy mortar shells exploded on the positions of the regiment in the course of the day.

When I try most accurately to define the characteristic feature of the Odessa fighting in the middle of September, "stubborn" is the word that suggests itself to me. Stubbornness is the human trait that was displayed with amazing force in the boundless determination of the companies, battalions and regiments to stand firm. And, if the enemy pressed them back anyway, it was no longer by kilometres, as it had been at times in August, but by a hundred or two hundred metres where our troops resisted still more stubbornly.

But hundreds of metres now meant more than kilometres had before. Not only a breakthrough at some particular point, but also the loss of space as a result of a gradual withdrawal under frontal pressure may have proved fatal. The supply

units of the Southern Sector had become, as Sofronov once said, a slaughterhouse because they were continuously shelled by the enemy.

At night, after a discussion at the Army Commander's on the results of the day General Petrov received an order: "Hill 66.8-Sukhoi Estuary-Rybachyi Kureni line must be held at all costs. A reinforcement of 500 men is being detailed; the detachment must be used as an entity, not fragmented."

In a different situation the words "must be used as an entity" would, of course, have been unnecessary. Now it emphasised that this was a reserve to cover the most threatened section and perhaps to launch a counter-attack should the situation demand it. The detachment was a battalion of the 54th Razin Regiment that was operating on the other flank of the defence. These were the circumstances under which the regiment began returning to the Chapayev Division.

That night Odessa was subjected to the heaviest air raids since the beginning of the war. Junkers bombers were breaking through to the city from different directions all night long. Some 15 large high explosive bombs dropped near the Army Command Post alone. Many buildings were demolished and quite a few people were killed and wounded. A very large crater was reported in Sholom-Aleikhem Street, near the railway terminus, apparently made by a sea-mine that had exploded on land.

When the damage done to Odessa that night was added to the previous losses the total was 335 buildings totally destroyed and 232 severely damaged.

But even that night not a single factory on army work stopped production. In the morning the January Uprising Factory and other factories reported that a new tank, mortars and grenades were ready for delivery.

And, of course, everybody was at his post in the port—from Pakhom M. Makarenko, the head of the port, to the teams of dockers and sailors of the chemical squad on duty at the smoke pots. The port was awaiting a particularly important convoy—ships with the first echelon of the 157th Infantry Division were nearing Odessa. Towards the end of the night the main task of the antiaircraft gunners, pilots of the fighter regiment and the artillerymen was to deliver counter-attacking fire.

We did not succeed in ensuring an uneventful disembarkation. The transport ships *Abkhaziya* and *Dnieper*, with the 384th Infantry Regiment, a reconnaissance battalion and the divisional operations group on board, entered the port under bombing and artillery fire. The ships were slightly damaged by shell splinters. The soldiers received their baptism of fire when landing in Odessa.

ON THE EVE OF A BIG DAY

Units of the 157th Division continued to arrive the following night. The *Dnieper* and *Abkhaziya* were followed by *Armeniya* and *Ukraina*. The *Uostok*, *Belostok* and *Kursk* were on their way from Novorossiisk. The 384th, 716th and 633rd regiments and the weapons brought with them were concentrated in the resort of Kuyalnik and the old Cossack villages of Nerubaiskoye and Usatovo, about 5 to 6 kilometres from Odessa and about the same distance from the forward line of defence.

Although I would have liked to be at the port during those nights I could not remain there long and only saw a few units disembark, but that was enough to get an idea of the kind of division we were sent. From their appearance and behaviour, the way they obeyed orders, fell in and took their places in lorries there could be no doubt that these men were trained soldiers.

The 157th Infantry Division was a fresh regular unit, but we did not know this until its arrival. I, personally, had not expected a unit of this kind. Frankly, nothing I had seen during the past four or six weeks had impressed me so much as these Red Army men from the Mainland—men of the usual military age, smart and sturdy-looking, with excellent military bearing in their well-fitting uniforms. In a word, they were like the men we used to admire in the best units of our peace-time army.

The very sight of these men raised one's spirits. It was not simply because this particular division was becoming part of the Maritime Army. We felt that if GHQ could send this

division to a sector of the front, which, though difficult and important was certainly not the main sector, it meant that we also had powerful reserves for those sectors where the fate of the country was being decided. It meant that our forces were truly immeasurable!

Kutuzov's words suddenly came to my mind: "As long as there is an army capable of resisting the enemy there is a hope of finishing the war successfully." These words that I had known so long and that had been associated in my mind with Russia's military past now seemed to refer to the present day.

The reader will understand me if he draws for himself a mental picture of the front, particularly of its southern flank, during the difficult days in the middle of September 1941. We, in Odessa, did not know then that the enemy ring around Kiev had already closed. We did know, however, that our troops had been unable to hold out at the lower reaches of the Dnieper, that the Germans had approached Perekop and had apparently reached the Sea of Azov Base, and that the flotilla formed there had begun operations. But it was not this that worried us so much as the enemy's continuing advance which had already cut even the Crimea off from the land. At times we were tormented by questions of whether our total losses were too great and whether we still had trained reserves in the south.

Now we could see the troops our country still had and we were reassured. The arrival of such a reinforcement in Odessa convinced us that our beach-head, which had pinned down a large group of enemy divisions, was still important to the rest of the front. Having held out on this small patch of ground for a month and a half the Maritime Army had at last been reinforced by a large formation. This thought was so comforting that all our misfortunes were forgotten, they no longer mattered.

Every ship that came to support the troops with her fire was met with joy. But ships came and went; they could not become a permanent part of the front. The division, on the other hand, was disembarking to stay with us and defend Odessa. It was hard to compare such a reinforcement with the replacement battalions which were quickly distributed to the other units, however much they helped the army. Furthermore, we were getting additional replacements—

18 companies were already on the way from the Caucasian ports.

The 157th Division, as its commander Colonel Tomilov reported, numbered 12,600 men, 70 guns and 15 tanks (true, the howitzer regiment and the tank battalion were still in Novorossiisk). The divisional commander arrived at the Command Post with A. V. Romanov, the division's Military Commissar. The impression they produced was excellent—calm and self-controlled they readily understood each other and were obviously good friends. Moreover, they were in high fighting spirits—regular army officers aware that their hour had come.

There was not enough time for me to become closely acquainted with Tomilov, but I learned that he had served in the Red Army since the spring of 1920, had fought against Wrangel and Makhno and had taken part in suppressing the Kronstadt mutiny. Later he attended the 'Vystrel' courses, which I had the privilege of finishing, and also worked at command and staff posts. Regimental Commissar Romanov too had extensive army experience.

On September 20, when nearly all of the 157th Division was at Odessa, Marshal Shaposhnikov warned the ODA Command by a special telegram on behalf of GHQ against using the division for tasks of secondary importance. We, too, understood that the division had been assigned to the Maritime Army not only to strengthen the weak spots in the existing line of defence and to repel the enemy attacks with greater confidence.

The Odessa lines were hard to hold, especially during the past days. The necessity to reinforce the battle formations had become increasingly important. And yet we could not imagine the division merely occupying a certain line of defence with our older units squeezing up to make enough room for it. This was to take place later. First we wanted to improve our positions substantially, wherever possible to move the front farther away from the city and deliver an effective attack against the enemy, and, if at all possible, more than one.

There could be no two opinions as to the direction in which the offensive operations were to be conducted. However close to the city the enemy may have come in the south, in the northeast, near the Bolshoi Ajalyk Estuary, since the end

of August he had occupied positions from which he could most effectively shell the city and, especially, the port. The enemy had to be dislodged from these positions, first of all so that on one side at least Odessa could be delivered from the shelling. We were now equal to this task.

On September 19 the commander finally decided to launch an offensive pursuing a limited aim in the Eastern Sector. The 421st Division was to take part, in addition to the 157th Division. The offensive was set for September 22. The plan of the offensive provided for landing the 3rd Naval Regiment in the enemy rear; this regiment was later to link up with the troops attacking from the Odessa beach-head.

Clearly all this was a top secret and known only to very few people. At army HQ only those who took part in working out the plan of operations knew of the offensive. Even the command of the Western and Southern sectors were not at that stage informed on how the new division was to be used.

We had very little time for preparation. Nevertheless, Major Vasilyev, Captain Kharlashkin and I went to the Eastern Sector on two consecutive days because, before drawing up a detailed plan and assigning the jumping off position to the regimental and battalion commanders, it was necessary to reconnoitre the ground and determine more concretely how all the forces participating in the action would be coordinated.

The Command Post of the sector and of the 421st Division was now actually on the outskirts of Odessa. Moreover, the forward Command Post of the divisional commander, as well as that of any regiment, could be reached from army HQ in about half an hour, but for reasons beyond my control I had been unable to visit the Eastern Sector for about three weeks. I saw Colonel Kochenov for the first time after his transfer there and since then had only spoken to him by phone several times a day.

Kochenov's "field" fortified area had quite a few worrying days, although there had been no serious enemy attacks since the end of August. After assuming the defensive in this area the enemy kept the positions of the 421st Division under constant fire and from time to time tried to attack first in one and then in another spot or even all along the front of the sector, as he did, for example, on September 17.

"They are checking up on our vigilance," Kochenov said to me with a smile.

As a matter of fact in this particular direction the enemy behaved as though he expected to catch us unawares somewhere and so break through to Peresyp, which was very close to his firing line. Here, behind the dam of the Kuyalnik Estuary still mined in case the situation changed for the worse, we felt particularly keenly how important it was to drive the enemy away from the northern gate of Odessa in order to stop the shelling and prevent any dangerous surprises on the right flank of the defences.

Kochenov commanded the sector confidently. Judging from appearances, he was quite satisfied with Osipov (now no longer Supply Officer 1st Rank, but a colonel) whose regiment, now officially known as the 1330th Infantry, through habit was still referred to in the division as a naval regiment.

Kochenov recalled the battles fought at the end of August when the enemy had to be stopped at all costs and sometimes the whole regiment went into a counter-attack. It was then, according to prisoners, that the enemy nicknamed the sailors the "black cloud". Now most of the men in Osipov's regiment wore army service shirts and naval belts with an anchor on the buckle. The blue-striped white vest showed under the unbuttoned collar (this was allowed). The recent volunteer detachments from Sevastopol, too, wore this uniform. All the sailors now had helmets, but during lulls they were allowed to wear their regular caps.

"And still they want to attack wearing their caps," Kochenov complained.

The changes he made in the command and the new reinforcement resulted in the regiments of the young division becoming more homogeneous.

After we had to remove an army reserve cavalry regiment and later some other units, the 17 km of front—from the sea to the Kuyalnik Estuary and from the latter to the Khajibei Estuary—were held by about 7-8 infantry battalions with an artillery averaging three guns per kilometre, including the mobile naval batteries (no coastal batteries had remained in the Eastern Sector).

Of course, that was not a great deal, even if we take into account the support provided by the other sectors and

the naval fire which was more effective here than anywhere else. How impatient one became at the very thought that soon the entire situation here was to change sharply!

Trying to control my emotions, however, I forced myself to concentrate on the different practical questions many of which at the moment could not be ignored. But hot-headed Kharlashkin could not contain himself and whenever we remained alone while inspecting the area of the future offensive, he would whisper in ecstasy: "This will be great, Comrade Colonel. We'll surely give them hell here." And he eagerly peered from some hill into the distance where he could discern Alexandrovka, or both Dofinovkas, or Chebanka, or merely guess their position.

I understood temperamental Kharlashkin. The idea that some of our inhabited localities, especially very familiar places, would, in literally a few hours, be wrested from the enemy in September 1941, was bound to make a soldier happy. And we, on the Odessa beach-head, which until then had continuously contracted, had up till now known no happiness whatsoever.

After our first reconnaissance we all returned so excited that we hardly gave ourselves any rest. That night we still had a chance to rest, but after the next trip to the front line there was no more time for rest because we had to put everything in the planning table which the Army Commander was to approve on the morrow.

Military historians now usually refer to the mission which was performed by part of the Maritime Army's forces on September 22, 1941, as a counterblow, but, if they also take into account the amphibious landing at Grigoryevka timed for the same day, they speak of it as a combined army and naval operation.

I have no intention of objecting to these definitions. The terms are not important. During the subsequent course of the war similar actions of one or two divisions were sometimes simply called a big counter-attack. If we, too, regard our counterblow in this light this will in no way belittle its importance.

The main thing was that the defenders of Odessa for whom the highest criterion of success in combat was to hold the line were now for the first time in a position to hurl the enemy

several kilometres back and, bearing in mind the extent of our beach-head, recover a large piece of territory. Our objective was to recapture the positions from which the enemy had for almost a month kept under fire a considerable part of the city and port with all the channels leading to it.

We were firmly confident of success. True, the presence of the 157th Division in the Eastern Sector did not give us numerical superiority over the enemy in this direction. But the left flank of the Rumanian 4th Army which besieged Odessa was, according to all indications, its weakest link, and an attack against the enemy with a limited objective was feasible even with the forces we now had at our disposal.

Against us were our "old acquaintances"—the 13th and 15th infantry divisions that had been soundly thrashed by the Maritime Army in previous fighting. They had been repeatedly reinforced with manpower and weapons and now had a good deal of long-range artillery. In our opinion, however, they were still less combat ready than, say, the divisions concentrated against our Southern Sector.

It was also to an advantage that the enemy battle formations were, as our reconnaissance had repeatedly established, less compact the closer the front was to the sea; the enemy apparently wanted to reduce his losses caused by the naval fire. We intended to make the maximum use of our naval artillery in supporting the offensive.

General Shishenin was responsible for everything connected with the amphibious landing. His naval assistant—Commodore Ivanov—had been sent on a mission to Sevastopol, and Captain Zhukovsky, Chief of the Operations Department of the Fleet HQ, had come to coordinate the plans from Sevastopol.

The amphibious landing led to a number of problems. As already stated, at first it had been conceived as an independent operation the advisability of which had struck me as somewhat doubtful. Moreover, the date set for the landing was changed several times because the 3rd Naval Regiment was undergoing special training near Sevastopol and was not ready for it.

Now everything was included in a single plan. On the night of September 21, several hours before the offensive on the Eastern Sector, the ships were to land the naval regiment

(1,500-1,800 men) in the vicinity of the village of Grigoryevka, near the Ajalyk Estuary. The regiment was to move northwestward through the enemy rear in order to link up with the divisions performing the main mission.

We also intended to drop a small group of naval paratroopers north of Chebanka an hour and a half before the amphibious landing. This group was instructed to cut the enemy communications and disrupt the enemy's supplies operations as much as possible.

In the area of the counterblow covering the convex part of the front, from the sea to the Kuyalnik Estuary, Kochenov's division had to advance on the right—from Kryzhanovka to the Voroshilov state farm, Vapnyarka, Alexandrovka and farther along the western shore of the Bolshoi Ajalyk Estuary; Tomilov's division had to attack on the left, from Korsuntsy through the Ilyichevka state farm and Gildendorf in the direction of the Petrovsky farmstead and the Shevchenko settlement.

Each of the divisions attacked with two of its regiments. One regiment of the 421st Division remained on the defensive on the isthmus between the Kuyalnik and Khajibei estuaries, and one of the regiments of the 157th Division was withdrawn to the army reserve—an indispensable precaution, in view of the general situation.

The 422nd Artillery Regiment of Tomilov's division had not yet arrived in Odessa and we could not depend on it. To the five light batteries in the division we added a battalion of the 134th Howitzer Regiment. Another battalion of this regiment was assigned to Kochenov. Both divisions were to be supported by Bogdanov's regiment and the coastal batteries of the Southern Sector, while Kochenov was also to be supported by the ships. Tomilov, on the other hand, was given a battalion of tanks. All the fire power was to be used according to a single plan which was drawn up by Colonel Ryzhi and his staff, as well as by the artillerymen of the naval base and Commodore Rull, the Artillery Officer of the Black Sea Fleet who had arrived in Odessa.

The order for the offensive was signed on the morning of September 21. The units had been informed beforehand by separate instructions about the preparations for the counter-offensive. In accordance with the planning table now being put into effect groups of commanders went to reconnoitre

the ground on the spot. The artillerymen and airmen were also informed of their missions. Fire adjustment posts of the naval artillery were placed at the assigned points. The practical aspects of communication, support and cooperation of all sections were finalised.

Once the first echelon of the 157th Division disembarked on September 18, it governed all our plans for the near future. But we still had to ensure that the enemy could not interfere with these plans before we started putting them into effect.

All preparations for the counterblow in the Eastern Sector were carried out while the enemy was furiously attacking in the other directions, especially in the south. The very presence of the new division on the Odessa beach-head had raised the spirit of our troops, for everyone in the Maritime Army knew about this powerful reinforcement. During these four days, however, it had not yet taken part in any action. The next regular reinforcement was still on its way. The savage enemy attacks were being repelled by regiments which were becoming depleted by their losses.

Nor could we yet say that the request to hold fast addressed to the defenders of Odessa by GHQ had been carried out. The date set in the telegram by the Supreme Commander-in-Chief had not yet passed, but would expire right on the day that the 157th Division would go into action in full fighting strength.

The fulfillment of our plans depended on the whole army; on whether or not our units would hold the main line of defence for which they were now fighting without reinforcements. Each day of fighting preceding the counterblow, therefore, was of decisive importance.

The situation became so grave in various parts of the front that the Army Commander was probably tempted more than once to use at least one of the fresh, full-blooded battalions already on hand and ready to carry out any order.

The troops were having a hard time at the junction of the Western and Southern sectors, which had become one of the directions of the enemy attacks against Dalnik. Here the defences were held by the 90th Infantry Regiment of Vorobyov's division and the dismounted 7th Cavalry Regiment. Both regiments had suffered such losses that they had to be merged temporarily (especially since the cavalry regiment

had lost its commander and the infantry regiment two of its battalion commanders). Vorobyov sent his Chief of Staff Prasolov with antitank guns to this area, while Petrov dispatched an armoured company of the reconnaissance battalion. Fighter planes made repeated sorties. In the end the enemy attacks were repelled, but there were not enough men here to hold the front firmly.

Still more dangerous—at least because they were closer to the city—were the incessant enemy attempts to drive a wedge into our defences near Dalnik and south of it. On the night of September 18 a breakthrough seemed imminent near Tatarka, but apparently being short of tanks the enemy committed to action his cavalry, evidently counting on a swift assault which we would be unable to halt.

However, we, too, had cavalry. Blinov's regiment, dismounted for action in the Eastern Sector, had yet again been transferred to the Southern Sector, and the horseminders had again brought the restive horses out of the Kotovsky Barracks. The mounted regiment attacked the enemy cavalry brigade and cut across its path. The Budyonovites had been longing to go into action with their sabres. Suffering considerable losses the enemy cavalry brigade turned back. Our cavalymen took prisoners and returned with dozens of captured horses.

This was the last cavalry attack in the defence of Odessa; Blinov's regiment soon had to dismount for good. Now near Tatarka (Prilimannoye), an obelisk stands near the spot where our cavalymen stopped the enemy breakthrough to our rear, as a reminder of their glorious deeds.

On September 19, the enemy pressed us a few hundred metres back in some parts of the Southern Sector. The following day, when Tomilov met the last of his infantry regiments to arrive at the port, the attacks in the southern direction intensified again. Three Rumanian divisions were attacking Dalnik and advancing between Dalnik and the Sukhoi Estuary. These attacks were being repelled with the aid of aircraft and coastal batteries by two regiments of the Chapayev Division and two cavalry regiments (the third regiment merged with its neighbour could no longer be considered a regiment).

General Petrov, who commanded these regiments, knew that Tomilov's division would come to the zone he was de-

fending as soon as it had performed its mission in the Eastern Sector and then it would be possible to press the enemy back in his zone as well. Meanwhile, it was necessary to hold out at all costs and prevent the left flank of the defences from being pushed closer to the city.

Probably it was the general feeling among the troops that there would shortly be changes for the better on the Odessa front which gave them the strength to stand fast and fight as they did in those days. However numerically superior the attacking enemy was, on September 20 the Chapayevites attacked in certain parts of their zone in an attempt to recapture the hundreds of metres of steppe with hills near the Sukhoi Estuary they had been forced to abandon the day before. These heroic attacks did not succeed everywhere, but still they were of value, for they impeded the enemy's advance.

The enemy was also immobilised by our artillery. I have already explained the importance of the artillery to the Maritime Army which had very few aircraft and no real tanks. We simply had no other force capable of giving the infantry unfailing support, provided we had enough shells! Now the left flank depended on the artillery more than ever before, as General Petrov never tired of emphasising. He had every reason to be worried in case the shells were not delivered in good time.

The Southern Sector had 6-7 guns per kilometre of frontage, but whenever necessary a manoeuvre with trajectories ensured concentrated fire in any narrow zone. The system of adjusted fire, continuous presence of artillery observers and good communication enabled us quickly to raise barrages in front of the attacking infantry. We were now also greatly helped by mortars of which we now had a much larger number owing to their well-organised local production.

The power and effectiveness of our fire forced the enemy to change his tactics considerably and abandon his former habits. He no longer risked bringing up reinforcements to the firing lines in marching columns. When emerging from the trenches, the enemy infantry now very infrequently stood upright but usually crawled out advancing in short rushes. And yet we were holding our defences with smaller forces than when the enemy troops frantically marched in ranks under machine-gun fire.

The shortage of men in the forward line of defence was felt most acutely at the junctions of regiments, battalions and even companies. It was precisely the junctions that let us down, especially where the maize or sunflowers had not been mowed down by machine gun fire. Through these thickets enemy submachine gunners now and then managed to infiltrate into our lines. They were followed by small groups of infantry which immediately dug in, if we had failed to cut them off. This created a spearhead which it was not always possible to dislodge because to do this at least a modicum of reserves was needed. Yet the spearhead threatened to expand and develop into a breakthrough.

By squeezing into the gaps between our units in this manner the enemy reached the southwestern outskirts of Dalnik on September 21. The front now cut into this village that stretched for several kilometres. General Petrov's CP had been removed from there some time earlier.

Midway on the straight road between Dalnik and Odessa is a single inhabited locality—the Zastava settlement. West of it was the second, alternate line of the main defence belt; this line had shortly before been additionally fortified by General Khrenov's engineers.

The 384th Infantry Regiment of Tomilov's division, which had become the Army's reserve, was concentrated in Zastava. At 4:00 p.m. on September 21 the Army Commander ordered it to be ready for action. It appeared quite likely that the reserve regiment would be committed to action in the Southern Sector sooner than the other regiments of the 157th Division in the Eastern Sector. There were still some 16 hours before the beginning of the counterblow, yet at any moment it could have become urgently necessary to support the left flank.

On the eve of the counterblow there were alarming complications not only on land, but also on the sea.

I have already explained that all matters concerning the amphibious landing were in the hands of General Shishenin who, naturally, kept me informed on all news connected with the landing because the actions of the 3rd Naval Regiment were coordinated with the offensive of our divisions.

The ships with the landing party on board, the cruisers *Krasny Kavkaz* and *Krasny Krym*, escorted by three destroy-

ers, were to sail from the Kazachya Bay, near Sevastopol, at 1:30 p.m. (the members of the landing party were told where the ships were headed for only when they were already out at sea). Of course, the big ships could not come close to the shore, and in addition to the ships' launches and boats various other small craft available in Odessa were to be used in the landing. They formed a rather large detachment which was to be headed by the gunboat *Krasnaya Gruziya*.

On the afternoon of September 21, the commanders of these floating craft were the only participants of the operation who did not know the details of their combat mission—where they were to meet the ships, the landing sequence, the prearranged signals, etc. The plan with all these details was to be delivered to them from Sevastopol by Commodore Ivanov.

He, Shishenin told me, had sailed from there on the destroyer *Frunze* together with Rear-Admiral Vladimirsky, commander of the Black Sea squadron. Vladimirsky, who was to supervise the amphibious landing, apparently wanted to get the latest information available in Odessa on the situation and personally arrange with the ODA command the details of their coordinated actions.

I did not know the hour of *Frunze's* arrival in Odessa and concluded that the navy had calculated everything so that the floating craft might not be detained. I had enough worries of my own at army HQ. I had to follow the preparations for the counterblow without neglecting developments in the Southern Sector and at the same time keeping an eye on the Western Sector where Vorobyov's division had since morning repelled three big attacks.

Already towards evening, soon after we had transmitted the order to the reserve regiment in Zastava to be ready (at the same time the Army Commander ordered General Petrov to launch a determined counter-attack against the enemy with all available forces), we suddenly learnt that the *Frunze* had been sunk by nazi aircraft. This news was radioed to us from the Tendra Spit where naval units were on duty.

The same radiogram reported the loss of the gunboat *Krasnaya Armeniya* which belonged to the Odessa Base. Both ships had been attacked by Ju-87 dive bombers, never previously seen in our area. We were also told that a tugboat had been dispatched to pick up the crews.

The members of the ODA Military Council, the Army Commander and Shishenin assembled at Rear-Admiral Zhukov's. The simultaneous loss of two ships was a serious blow. Everybody was anxious about the fate of Vladimirsky and Ivanov. We were immediately faced with a number of practical questions. How were the commanders of the floating craft to be instructed regarding the landing, if the documents appeared to be lost and never delivered from the Tendra Spit, and how would this affect the landing?

The radiogram from the Tendra Spit was addressed to ODA HQ and HQ of the fleet. It had apparently also been received in Sevastopol. What would they do about it there? Would they order the ships with the landing party nearing the danger zone to turn back? This appeared unlikely, but we had to consider any eventuality.

The discussion at the ODA Commander's was short. In a few minutes Shishenin told me the plan remained in force, at any rate, so far as we were concerned.

I did not expect anything else because only a little more than a day before, when the time for the counter-attack had already been set and we had no final information from Sevastopol on whether or not the 3rd Naval Regiment would be ready in time, the ODA Military Council telegraphed to the Fleet Command that the attack would begin under any and all circumstances, even if the landing were again postponed.

But the fleet did not intend to postpone anything. As we very soon found out, on learning about the loss of the *Frunze*, Admiral Oktyabrsky made a single correction in the operational plan of the ships' squadron: the cruisers were ordered to return to Sevastopol after the landing and the destroyers to remain for artillery support. Having no information on Vladimirsky's whereabouts and on whether or not he was alive the Fleet Commander made Commodore Gorshkov, commander of the cruiser brigade, responsible for the landing operation.

Two hours after the first radiogram Tendra reported: Rear-Admiral Vladimirsky was coming to Odessa by torpedo boat. We hoped that Commodore Ivanov would also be on board but our hopes were in vain: General Shishenin's naval assistant was no longer alive.

Vladimirsky had been slightly wounded. To the sailors

who met him he dictated from memory (Ivanov's briefcase had gone down with all the documents) the main instructions and information without which the landing craft could not perform their mission.

The ships sailing from Odessa were now definitely late for their rendezvous with the Sevastopol ships which were warned about it by radio. As yet it was hard to say how this would affect the landing.

Rear-Admiral Vladimirsky told us at the Command Post his experiences near Tendra several hours previously.

The destroyer *Frunze* was attacked by nine dive bombers when her crew began to rescue the sailors from the damaged and sinking gunboat. The crew behaved heroically, but it was much harder to evade the attacks of Ju-87 aircraft than those of other types of aircraft. The ship received direct hits and would inevitably have capsized owing to the water that had flooded her had not the commander managed to steer the destroyer, which was listing heavily, to a sand-bar. Most of the crew were saved because of this. However, some of the sailors were killed later on the tugboat which was sunk by the same dive bombers which had returned.

The *Frunze* had been under the Commander Yeroshenko, commanding officer of the *Tashkent* which was under repair. While his ship was being repaired he replaced Lieutenant-Commander Bobrovnikov who had been wounded near Odessa. Now Yeroshenko was also wounded and, according to Vladimirsky, severely.

The appearance of Ju-87 dive bombers in our area apparently meant that the enemy was searching for more effective means of combating the transports between the Crimea and Odessa, on which the Maritime Army completely depended. That was something to worry about. We had yet to learn that the nazi command had transferred its 10th Air Corps from the Mediterranean to the Army Group South; this corps had had two years' experience of combat operations against British ships.

The new dive bombers made us think first of all about the landing party approaching Odessa. Apparently the enemy had failed to discover it before nightfall. At night the ships were not afraid of any dive bombers. But if the landing was delayed and the cruisers did not leave before daybreak their protection might prove much harder than we had thought,

especially since our fighters also had other missions to perform. All this had to be discussed with Brigade Commander Katrov before morning.

There remained only a few hours before the counterblow. In general the situation at Odessa favoured our plan.

The troops of the Southern Sector had held their positions, and the army reserve had not been committed to action. Vorobyov's division too, had repelled all enemy attempts to drive wedges between its regiments. In the Eastern Sector it was quiet, and there were no signs that the enemy was aware of our preparations for the attack the following day.

Odessa did not know that exceptional events were to take place the following day, the like of which had not occurred during the month and a half of its defence.

That night was just like any other night. The enemy batteries methodically shelled the city from the Bolshoi Ajalyk Estuary. Fires broke out in Peresyp and near the port, and as there was a shortage of water some of them took long to extinguish. Our coastal artillery delivered return fire over the city and sometimes silenced the enemy.

At the Command Post everybody was excited. Rear-Admiral Zhukov, members of the Military Council Voronin and Azarov, and Colonel Ryzhi were going to observation posts in the Eastern Sector at daybreak. Most of the officers of the operations department, except Sadovnikov and Bezginov, who had just returned from the Southern Sector, were among the troops.

The Army Commander and I had to stay in our usual place. The field staff, mentioned in that morning's operations order, were also at Army CP. Sofronov, outwardly calm, was pacing the floor of his little office, his impatience betrayed only by the page of the table calendar turned over ahead of time.

The date—22—printed in bold type was very conspicuous and reminded us of something that had slipped our minds in the hustle and bustle of our preparations: three months had passed since the beginning of the war. Well, we were ready to celebrate this date in a way that might not impart a holiday mood to the enemy at least near Odessa.

At 11:00 p.m. I reported to the Army Commander that in

accordance with the planning table the command posts and staffs of the divisions had moved—those of the 157th Division to Luzanovka and those of the 421st Division to Kryzhanovka. Communications with them were normal.

THE BESIEGED CITY COUNTER- ATTACKS

As had been planned, at 1:30 a.m. a transport plane from the Crimea dropped a team of naval paratroopers headed by Petty Officer Kuznetsov several kilometres from the front line, between Buldinka and Sverdlovo.

The team numbered only 23 men, and the paratroopers landed so that they had to operate in small groups and even singly. But the volunteers sent on this dangerous mission were ready for it.

Leonid Sobolev's story entitled "Battalion of Four" written when the events were still fresh is about these heroic parachutists whom he mentions by name. Those who read this story probably remember how sailor Perepelitsa showed what he thought of his comrades when he said: "One sailor is a sailor, two sailors are a platoon, three sailors are a company. . . . How many are we? Four? Battalion, listen to my command!" It was probably this faith in themselves that enabled these young and courageous men to create such a disturbance in the enemy rear that it seemed as though there were several times many more of them.

Making their way to the front the paratroopers first disrupted the enemy wire communications. But that was not all. Suddenly appearing from nowhere they threw grenades at mortar batteries, staff dugouts and mounted patrols. Some of them were killed, the others reached our beach-head, and all those who remained alive assembled in Odessa.

But, of course, even the first information on the actions of the paratroopers did not reach army HQ so soon. Only a short prearranged signal was received from the plane that night to the effect that the paratroopers had been dropped at the appointed time. That, properly speaking, was the beginning of the operation.

We impatiently awaited news of the amphibious landing. At 3:00 a.m. we were still without news, yet, even if the Odessa floating craft were late, the landing could have begun just the same, unless, of course, something unforeseen had happened.

At that time—at 3:00 a.m. exactly—before daybreak, units of the Southern Sector forestalled the enemy by resuming their counter-attacks between Dalnik and the Sukhoi Estuary. That day we had the initiative there as well, on the left flank of the beach-head.

Half an hour later naval aircraft—bombers that had come from the Crimea—attacked the rear supply units as well as enemy reserves detected by our reconnaissance near Sverdlovo, Kubanka, Sychavka, Buldinka and Staraya Dofinovka. Tomilov's division had already advanced to the left flank of the area of the counterblow where it replaced the regiments of the 421st Division.

But what about the amphibious landing; what had happened? Major Bogomolov, the Communications Officer, who was repeatedly summoned by the Army Commander and Shishenin, had nothing to report—the ships' radios were silent.

We could have started the counterblow without the amphibious landing, but so long as it was to take part in the joint operation we had to know what was taking place. It was almost time for the Odessa fighters to take to the air. Their first mission of which they had been informed a few hours previously was to prevent the nazi aircraft from taking off from the two airfields closest to Odessa. At the same time the situation in the area of the amphibious landing could well have been such that the fighters were needed there more than anywhere else.

Shishenin was particularly worried about the lack of information on the landing because he coordinated the operations of the army and naval forces. To make things worse a dense fog covered the coast, and it was useless to send a reconnaissance aircraft beyond the Bolshoi Ajalyk Estuary. At about 4:00 a.m. Shishenin telephoned me and urgently asked for an operations department officer who would be given an important assignment.

Captain Bezginov was awakened and several minutes later he dropped in to get his plotting board and a submachine

gun, and told me he was going to Grigoryevka by motor-boat to establish contact with the naval regiment. That was not in his area, but in Kharlashkin's who was with the troops that were ready to start the offensive.

I tried to calculate how long his trip would take if everything went well, but Bezginov had no idea what kind of a motor-boat he would be given in the port.

No question of any changes in our plans arose. The fighter regiment received confirmation that its first combat mission of the day was to attack the enemy airfields near the Kuchurgan Estuary.

It is probably worthwhile telling the reader how this mission arose.

We learnt about the two new enemy airfields very close to Odessa, in the vicinity of the villages of Baden (Ochere-tovka) and Zeltsy just before the counter-blow. Moreover, a Rumanian captain helped our airmen.

There were quite a few people in Antonescu's army who saw no sense in the war against the Soviet Union and who literally were forced to fight. This was also confirmed by the orders of the Rumanian command, which I have already referred to. Many soldiers who hated fascism deserted to us and at times furnished us with valuable information on what was going on in the enemy camp.

A Rumanian sergeant who was a reservist and a teacher by profession crawled over to our forward trench in the Eastern Sector. He told us that in the farmstead beyond the estuary that could be seen from the small hill on our side were the quarters of a general and that the command personnel met in that house at 5:00 p.m. every day. Colonel Kochenov naturally took advantage of this information and ordered the commander of a howitzer battalion to range a single gun at this spot at an entirely different hour. Then after a day's interval the whole battalion fired on this target at exactly 5:00 p.m. Later, we learnt that the conference had been attended by the chief of one of the departments of the Rumanian General Staff. He was later taken to Bucharest to be buried.

Not all those who secretly sympathised with us or simply did not want to fight were ready to cross the front as the teacher had done. But when Rumanians were taken prisoner

they usually told us all they knew quite willingly, especially all they knew about the Germans. Most of the prisoners never concealed their hostility to nazi Germany that had drawn Rumania into the war.

The Rumanian captain who baled out of a damaged plane (which, incidentally, was a British Hurricane apparently bought by the Rumanians before the war) was no exception. On his own initiative he told us about the two airfields where he knew there were German bombers and fighters.

Our pilots carefully and thoroughly reconnoitred this area. In the twilight hours of September 21, four of our fighters flew at low level and located both airfields. On both of them, along the edge of the fields, wing to wing, as though in peacetime, stood Messerschmitts near Baden and Junkers near Zeltsy. Our pilots could also see rows of tents where, apparently, the airmen and the ground staff of the nazi squadrons lived.

We had reason to believe that the planes had just been transferred there. They had to be destroyed at daybreak and prevented from ever taking to the air. It was too late to add any targets to those we had given the naval bombers for September 22. Besides, who else but the pilots who had seen the airfields with their own eyes could deliver the surest blows!

That was how this combat mission became part of the plan. Upon learning the results of the evening's reconnaissance, Major Shestakov did everything necessary that night to prepare aircraft that at first had not been included in the next day's activities. So the day promised to be even hotter for the pilots than had been expected.

Twenty I-16 and both our Ilyushin-2 planes took off from Odessa before daybreak. They split into two groups. One group headed for Baden was led by the commander of the regiment, the other—flying to Zeltsy—was led by his deputy, Major Rykachev.

The subsequent events were laconically and expressively described by A. T. Cherevatenko, at that time senior lieutenant and now colonel of the reserve and Hero of the Soviet Union, who had participated in the reconnaissance of and the assault on the airfields.

"At first we flew at a high altitude. On approaching the target we began to descend with our engines muffled. We ap-

peared over the airfield so unexpectedly that the ack-ack guns did not at once open fire. At the commander's signal we first shelled and machine-gunned the tents where the Germans must still have been sleeping. After a turn we began to destroy the aircraft, gasoline depot and stacks of ammunition. The Ilyushin-2 attack planes neutralised the ack-ack guns. The enemy lost practically all he had there."

Major Rykachev's group that attacked the other airfield acted similarly. More than twenty nazi aircraft were destroyed, but the Ju-87 planes that had attacked our ships the day before were not based there.

As the fighters were returning to base (very soon they had to take to the air again in order to cover the infantry on the departure lines and the ships) the naval bombers flew in from the Crimea again. This time they were delivering a blow against the second echelon of the enemy troops near Alexandrovka, the Ilyichevka state farm and Gildendorf—along the entire front where our attack was to begin one hour later.

Captain Bezginov was unable to reach the 3rd Naval Regiment's landing area. The other boats sent by the staff of the Odessa Base also made the trip in vain; it grew light over the sea, and at Fontanka the enemy fire was such that it was impossible to evade it near the shore.

However, we now had news of the landing. Communication with the naval regiment was at last established through the destroyers that supported it. True, later on communications were far from ideal. But discrepancies are inevitable if, prior to an operation, some of the documents are lost, and especially if the man who has finalised the details of co-operation, is lost with them.

We heaved a sigh of relief at the army CP when we learned that the regiment had in general made a successful landing, although it lasted until some time past 5:00 a.m.

The men began to be ferried ashore by the ships' floating craft, and then the Odessa boats arrived. The landing was undoubtedly totally unexpected by the enemy who was unable to offer serious resistance. The 3rd Naval Regiment advanced towards Chebanka and Staraya Dofinovka. So far their losses had been small.

The regiment landed without any artillery and had only light mortars, the fire support being given by the destroyers

remaining in this area. The naval fire adjusters landed together with the landing party and maintained good communication. No enemy aircraft appeared over the ships during the first hours of the morning.

Thus essentially everything was in order. The landing party beyond the Bolshoi Ajalyk Estuary was already in action and diverted the attention of the enemy command from the area where we were to deliver the main blow. No significant changes on the rest of the front near Odessa were observed.

The beginning of the attack by both divisions was to commence at 8:00 a.m., the artillery bombardment—at 7:30 a.m.

When the last orders have been issued to those concerned before the offensive and all you have to do is to wait for the battle to start, then time begins to drag unbearably slowly, especially if you are not at the observation post from which you can see and hear the pulse of the front, but must stay in an underground command post and learn about the events by phone.

In September 1941 it was still more trying to wait for the beginning of the attack than it was in similar cases later because we were not accustomed to being on the offensive. We were tormented by doubts as to whether we had provided for everything or had perhaps miscalculated something. However limited the aim and scope of this counter-attack, it was the first time I had had to plan this sort of operation.

But I did not have to wait for the developments until 7:30 a.m. Colonel Kochenov got in touch with me half an hour earlier.

"The enemy has begun an artillery preparation," he said.

A minute later I was at the Army Commander's. Sofronov was talking to the forward observation post where Zhukov and Voronin were to be found. They, too, reported that the enemy was delivering intensive artillery and mortar fire on our positions.

Later Kochenov told us how he felt during those minutes.

"There was heavy firing and in addition there was a fog, which merged with the smoke. The smoke-screen became so thick that it was hard to breathe. The shells were bursting in front of us and behind the second trench. Artillery Officer Zolotov and I looked at each other and wondered what it

meant. Had the enemy guessed our plan and decided to beat us to it, or was it a mere coincidence?"

The shelling of the lines in the Eastern Sector that began quite unexpectedly 30 minutes before our artillery preparation for the counterblow was due to start made all of us ask ourselves these questions and, of course, not one of us could at once find answers to them.

It could have been anybody's guess. As I have already said, after assuming the defensive in this direction the enemy installed wire entanglements before his trenches and often delivered artillery barrages. Now and then he also launched attacks which sometimes resembled reconnaissance in force and at other times, attempts at a breakthrough at some narrow section of the front. Now his action could have been a reply to the actions of the landing party on the other side of the Bolshoi Ajalyk Estuary.

But who could guarantee that the enemy would not start a head-on engagement especially designed to break up our offensive, if he had found out about it?

I must say at once that we never—neither then nor later—received any confirmation that the enemy knew anything about our plans, and, if the shelling was an artillery preparation for a usual attack, the latter was prevented by our artillery. It spoke up at the right time and comprised the field artillery, including Bogdanov's regiment, the coastal batteries and the naval guns. Our fire kept increasing, and the enemy guns were gradually silenced.

Later, when we analysed the battle, I remember somebody saying that the morning shelling which alarmed us, but did not inflict serious losses (our troops were reliably covered), perhaps even helped our operation because the enemy had prematurely expended a lot of ammunition. As a matter of fact, had the enemy delivered fire of such intensity an hour later, after our infantry left the trenches, we should probably have paid a very high price for it.

Soon after 8:00 a.m. we already knew that our troops had started the attack along the entire line of the counterblow.

The first reports from the observation posts were short and frankly enthusiastic: "They're off! They're on the way! The tanks are rushing ahead. . . ." (Only the 157th Division was attacking with tanks. We could not provide the 421st

Division even with the Odessa ST tanks which were helping to repel enemy attacks in other directions.)

While awaiting further information from the firing lines, I envied my comrades who were there and saw everything with their own eyes.

"Have you informed Vorobyov and Petrov?" the Army Commander asked me and added: "Tell them about it; let them hear the good news."

The commanders of the divisions not involved in the counterblow had already been informed about it, while many lower rank officers in the Western and Southern sectors guessed by certain indications that something was about to start in the Eastern Sector. Some of them used any pretext and began to phone army HQ as early as 5:00 a.m. in an attempt somehow to find out what was going on. By 8:00 a.m., when our long-range artillery was already thundering away, these calls increased. So that we could connect with the commanders of the divisions, we had to order some of them to hang up at once.

The information I gave Generals Vorobyov and Petrov was as brief as I myself at that moment possessed.

"It's started at Kochenov's and his neighbour's: their troops are attacking. The sailors are also advancing."

This news alone was sufficient to gladden the hearts of our people in the sectors where they still had to hold the front without any reinforcements. Never before information such as today's been transmitted from the Maritime Army HQ to the command posts of the divisions.

New reports were coming in regularly from the Eastern Sector, and the general picture of the offensive was becoming clearer and fuller.

On the left flank, in Tomilov's zone, the offensive at once gathered speed. The 157th Division was delivering its main blow through the 716th Infantry Regiment reinforced with a tank company. The regiment was advancing between the Kuyalnik Estuary and the railway almost straight northwards—to Gildendorf (Novosyolovka). Tomilov's second regiment (the 633rd), reinforced with a tank platoon, was advancing to the right of the railway towards the Ilyichevka state farm.

The splendid impression made by the division sent by GHQ was now being confirmed in battle. The division had

had very little time to ascertain its mission and acquaint itself with the terrain, but having at once understood the Odessa methods of cooperation with the coastal artillery, it acted in a coordinated and efficient manner. This was proof of the excellent work done by the divisional staff headed by Lieutenant-Colonel Sergeev.

In a word, Tomilov's division fulfilled its role of a real striking force and the enemy could not withstand its onslaught anywhere.

In Kochenov's area it was more difficult to overcome the enemy's resistance. The hitch occurred at Fontanka where the enemy had pillboxes and stone houses had been fortified. More fire and repeated attacks were needed here.

At the Odessa-Nikolayev Highway, between the road and the coast, a battalion of Osipov's regiment—it was advancing in the first echelon—was pinned down by heavy machine gun fire before a fixed wire entanglement five rows deep. If the battalion had had at least a few tanks this delay would probably not have taken place.

The delay was short, however. Senior Political Instructor Demyanov (he was replacing Regimental Commissar Mitrakov who had been severely wounded a short time before) gave the order always issued at the most trying moments: "Communists, forward!" And, as always, it was not only Communists who responded.

The men hacked at the wire with their shovels and threw their pea-jackets over it. Those who were in front neutralised the enemy machine guns with grenades and broke through. After overcoming the difficult obstacle the sailors advanced further.

By 10:00 a.m. Fontanka was cleared of the enemy. But the right flank of the counter-attacking troops lagged behind the left flank. The 716th Regiment of Tomilov's division, which had advanced considerably, captured Gildendorf soon after midday, while the 633rd Regiment captured the Ilyichevka state farm. By that time Osipov's regiment that advanced in spurts was detained near Hill 58.0 fortified by the enemy. A stubborn battle had to be fought for the territory of the farm located nearby.

At 1:30 p.m. the Army Commander thought it advisable to discontinue the offensive for a while. In five and a half hours the front of the counterblow had extended considerably

because of the uneven advance of the units and large gaps had developed between them. Some commanders were so carried away by their pursuit of the enemy that they completely lost contact with their neighbours. They also failed to switch the regimental artillery to new firing positions, transfer the command posts and set up communications.

All this was easily understood: our troops lacked experience in offensive operations even on this modest scale. But it was necessary to put things right at once, before the enemy had a chance to take advantage of our mistakes. The situation also suggested that we should strengthen the central section at the expense of the left flank.

The offensive was resumed three hours later. But, to get a clear picture of the developments, we must return to the actions of the amphibious landing party.

The 3rd Naval Regiment made good use of the effect of its surprise landing. It crushed the enemy combat outposts on the coast and swiftly advanced through the enemy rear.

Near Grigoryevka the sailors captured intact a four-gun long-range battery, one of those that had shelled Odessa. Panic-stricken, the artillerymen abandoned it even before they could put the guns out of action. On the shore the sailors found signs indicating the boundaries of the mine fields.

Only the battalion of sailors advancing towards Chebanka met with more organised resistance; the staff of one of the enemy units was quartered there. But the naval artillery helped (the fire adjusters moved with the battalion), and the sailors captured Chebanka.

At 6:00 p.m. reports came in that the two other battalions of the 3rd Naval Regiment had entered the Staraya and Novaya Dofinovkas. Thus the whole of the eastern shore of the Bolshoi Ajalyk Estuary was in our hands. The link-up of the landing party with the troops advancing from the Odessa beach-head was now a question of a few hours.

But, whereas things went smoothly with the landing party, the destroyers supporting it were heavily attacked from the air in the middle of the day. The enemy had hurled Ju-87 dive bombers against the ships. At first there were nine of them. They may have been the same planes that had put the destroyer *Frunze*, the gunboat and the tug out of commission at the Tendra Spit the day before. Now the dive bombers

suddenly attacked the destroyer *Bezuprechny* on her firing position.

K. I. Derevyanko, Chief of Staff of the Base, informed me in the evening that the bombers dived and dropped 37 bombs on the ship. Being more manoeuvrable and having better antiaircraft artillery than the *Frunze* the *Bezuprechny* evaded direct hits, but was damaged by a large bomb bursting in the water nearby. Some of her boilers and the engine room were flooded, and the ship lost speed.

The *Besposhchadny*, *Bezuprechny*'s sister ship, came to her rescue and towed the damaged destroyer to Odessa. Some time later, when the *Besposhchadny* returned to the firing position and continued, with the third destroyer, *Boiky*, to support the troops on land, the Ju-87 planes (their airfield was apparently some distance away) returned. This time the dive bombers numbered more than twenty.

Our fighters arrived just in time. They shot down two Junkers planes and prevented the others from carrying out precision bombing, but were unable to drive all of them away from the destroyers; it was not so easy for I-16s to fight Ju-87s, especially if the latter had numerical superiority. One more ship—the *Besposhchadny*—was seriously damaged. She reached the port moving backwards with a partly flooded internal compartment and shrouded in smoke, the crew extinguishing the fire on board.

Of the three new destroyers that had come from Sevastopol at night only the *Boiky* retained her fighting capacity. It was this ship that had helped a naval battalion of sailors to overcome the enemy resistance at Chebanka. The *Boiky* established communication with *Bezuprechny*'s adjusting post and simultaneously supported the other battalion with some of her guns.

Before dusk the destroyer was attacked by the dive bombers several more times. While repelling them the ship expended all her antiaircraft shells and was only able to repel their last attacks with machine gun fire. And still, having completely performed the combat missions of the day and having done more than the other ships in supporting the landing party the *Boiky* remained intact.

It is not for me to say whether that was a result of the special teamwork of her crew and the exceptional skill of her commanding officer Lieutenant-Commander Godlevsky, or of

that favourable combination of circumstances referred to as the fortunes of war. Incidentally, the sailors and airmen seemed to believe in the latter more than we, the men on the ground.

When the *Boiky* was entering the port in the evening her crew were so tired that they could scarcely stand on their feet. It is not hard to imagine how strenuous that day of combat must have been. Everybody rejoiced at the destroyer's good luck, while not forgetting how the other two destroyers had been damaged. Both of them required serious repairs, and the sailors were preparing to take them to Sevastopol the same night.

In a little more than 24 hours five ships were put out of commission near Odessa and on the way to it—some of them for good, others for a long time. The Black Sea Fleet had never suffered such losses before. The anti-aircraft weapons on the ships were apparently insufficient to protect them from dive bombers.

Was it possible that the sea, which had become our rear, would prove to be the weakest link of the Odessa defences? This was a particularly painful thought now that our positions on land had essentially improved.

The brief pause we had to make in the development of the counterblow in order to reduce gaps between the units did not help the enemy to consolidate at the point where we stopped for three hours.

Having been hurled back several kilometres in the morning the enemy had apparently failed to collect himself. Soon after the regiments of the 157th Division resumed their attacks the reports from Colonel Tomilov's Command Post included words that were unusual at that time:

"The enemy is withdrawing in disorder. . . . The enemy is on the run and abandoning his weapons!"

At first this referred to the left flank where the 716th Regiment had advanced far along the Kuyalnik Estuary, and then also to the central section of the counterblow.

But after Kochenov's division had left behind the farm and the difficult Hill 58.0 we had not forgotten since the August fighting, the enemy also took to flight on the right flank.

"Now it's coming our way! It's coming our way, my good lads!" Sofronov kept saying under his breath, bending over the map.

Not everything worked out as planned. It was becoming clear that we were unable to encircle any significant enemy forces. But in one day the Maritime Army was recovering the lines between the Bolshoi Ajalyk and Kuyalnik estuaries where there had been furious fighting at the end of August when we failed to hold them.

What was now taking place was a rout of the left flank of the enemy troops besieging Odessa—the 13th and 15th infantry divisions which had almost broken through to Peresyp three or four weeks previously. At that time we could never imagine, having no firm hopes of receiving any reinforcements, that such a happy day was not so far off.

Two hours after it had resumed its attacks, Tomilov's division, pursuing the enemy, reached the line of Shevchenko farmstead and the hills to the east of it. Kochenov's division captured the Voroshilov state farm, Vapnyarka and Alexandrovka.

We were fully aware that until the enemy brought up fresh units to this area we could continue our advance. But Army Commander Sofronov had no intention of behaving rashly and I subscribed to his opinion.

By pressing the enemy 8-10 km back and dislodging him from the positions from which he had shelled the city and port our troops had performed their mission. To have gone any further would have meant extending the defensive line of the Eastern Sector still more. Yet this line, as before, was to be held only by Kochenov's division because Tomilov's division was needed to press the enemy back elsewhere.

In a word, we were agreed on our subsequent actions. At nightfall the 157th Division was ordered to stop pursuing the enemy units. By that time a big gap had again formed between the 633rd Regiment and its neighbour and this gap had to be closed as soon as possible.

Combat orders indicating the new line of defence were issued to the troops at 11:00 p.m.

The new line began on the other side of the Bolshoi Ajalyk Estuary beyond Novaya Dofinovka (the mission did not include holding Staraya Dofinovka and Chebanka through which the landing party had passed) and ran north of

liberated Alexandrovka and Gildendorf, retaining the convex shape of our former forward line of defence between the estuaries. The territory of the Odessa beach-head increased by about 120 sq km.

At night Osipov's sailors linked up with their comrades from the 3rd Naval Regiment. It now formed part of Kochenov's division, replacing the 54th Razin Regiment which at last could be completely returned to the Chapayev Division. We did this a few days later.

The same night we began to replace the regiments of the 157th Division on the lines they had reached during the counterblow. They were being temporarily withdrawn to Nerubaiskoye and Usatovo in order later to take up positions in the Western and Southern sectors.

New problems connected with redeployment of the troops piled up on me. I had to examine the state of affairs in the areas from which my attention had been detracted by the organisation of the counterblow. All this made it difficult for me to gain a real insight into the events of September 22, the notable day in the defence of Odessa.

But whatever I did and regardless of all the new anxieties, complications and difficulties I experienced, I was in high spirits. I am speaking about myself, but I felt that everybody was in the same holiday mood, including those who came to army HQ from other sectors.

The soldiers' spirits rose on hearing that a new division was coming to Odessa. The men did their very best to hold out until it joined the ranks, and now that a powerful blow had been delivered at the enemy from our beach-head they felt inspired and proud.

No wonder! Besieged Odessa showed that it was not only invincible, but also capable of hurling back whole divisions of the invaders.

At army HQ we were agreed that this time we had apparently finished off the 13th Infantry Division. As a matter of fact, it played practically no part in the subsequent operations near Odessa. The 15th Division had also received its share of blows, although it had suffered relatively fewer losses.

We could not, of course, determine the exact enemy losses on the day of the counterblow. Our burial teams buried about 2,000 Rumanian officers and men who were found lying dead

on the territory from which we had dislodged the enemy. A few hundred men had surrendered.

A day later an order summing up the results of the counterblow was read to the troops of the Odessa Defence Area.

Among other things, it stated: "According to preliminary information, our divisions have captured the following weapons: various artillery pieces—33, heavy machine guns—110, submachine guns and light machine guns—113, mortars—30, rifles—1,150, mortar shells—15,000, shells—close to 4,000."

This list was far from complete. The order did not mention the six captured tanks. In the end the artillery pieces numbered 38 and the rifles more than 2,000. The weapons were collected over a period of several days by the battalion of convalescents. A good deal of the captured equipment was put to use at once. For example, the Army was short of telephone cable, and Major Bogomolov was able to make good use of the 100 km of cable from the enemy communication lines.

The country was informed by Sovinformburo of the defeat inflicted on two enemy divisions at the approaches to Odessa and of the captured weapons. But, of course, our city knew about the victory of its defenders much sooner.

Through the main streets of Odessa artillery tractors towed the long-range guns captured beyond the Bolshoi Ajalyk Estuary. On their long barrels and shields the men had written in chalk: "Will not shell Odessa any more!" This unusual parade was watched by the whole city, young and old crowding the streets.

It seems to have been Divisional Commissar Voronin's idea to show the people of Odessa the guns that had inflicted so much trouble and grief on them, and to demonstrate in the most graphic way what the troops had succeeded in doing. And Odessa expressed its joy with fervour.

The main result of the September counterblow was that the shelling of the city, port and approaches to it from the north-east ceased completely. The expulsion of the enemy from the shore of the Odessa Bay from which he had also spread the blockade to the sea put an end to the situation in which every ship came under enemy artillery fire while still on its way to the port.

True, the enemy could still shell Odessa from the south—from beyond the Sukhoi Estuary—and from the west—from the direction of Dalnik. But from there they fired on areas without being able to see the targets. This did not seem so terrible after the city had been delivered from the withering fire adjusted from the coast and the hills between the northern estuaries. The shells no longer reached the port and Peresyp.

For nearly two days there was no shelling from the south either. Our scouts and divisional staffs reported redeployment of the units of the Rumanian 4th Army. As early as September 22 the enemy began a hasty transfer of reserves to the eastern direction, clearly fearing that our offensive there would continue. The enemy attacks in the other sectors continued, though with less confidence. For the first time over a long period the situation reports read: "The day passed uneventfully."

But even if our counterblow had caused some confusion in the enemy camp this did not mean that we could feel it would now be easy to defend Odessa. The correlation between our forces and those of the enemy, even taking into account the 157th Division and the 3rd Naval Regiment that had reinforced the Maritime Army, was more or less in the ratio of 1:4.

The ODA Military Council commended the entire personnel of the units and ships that took part in the operation of September 22. In doing so it instructed the commanders and military commissars to recommend for decoration those who had particularly distinguished themselves and at the same time urged the defenders of Odessa to remain courageous and staunch.

At that time we learned of the order of the People's Commissar for Defence awarding the title of Guards to the first four infantry divisions of the Red Army. The order analysed in detail how and why the foremost divisions had achieved success in combat, and was, of course, to be understood as a demand to all the troops in the field to act similarly.

One paragraph particularly impressed me as though it had been written especially for us.

"...Fourthly, because," it said referring to those divisions, "while holding defensive positions, they were not passive, but actively combined defence with counter-attacks. They did not wait for the enemy to strike out and press them back, but

launched counter-attacks in order to find out the enemy's weak spots, improve their positions and at the same time harden their regiments during the counter-attacks, thereby preparing them for offensive operations."

There seemed to be nothing special or new in this paragraph, for this was how we generally understood our tasks in defence. Our divisions could not have possibly held the Odessa beach-head without counter-attacks. But this authoritative confirmation of the correctness of the tactics we used on our isolated section of the front meant a great deal. The order of the People's Commissar seemed to say to us: do the same again, but do it better, with more tenacity and with greater energy. The idea that counter-attacks steeled regiments and prepared them for the offensive linked our present problems with those of the future.

This order was brought in detail to the knowledge of all units. The word "Guards" that had for some reason fallen into disuse, and was associated with the historic victories of Russian arms and with the Red Guards of the October Revolution, was revived with a new meaning, as a symbol of fighting valour and skill in the struggle against the nazi invaders.

Among the divisions newly named the Soviet Guards was the well-known 100th Infantry Division, which became the 1st Guards Division. It was on this that we in Odessa, who knew his service record, congratulated Brigade Commissar G. M. Akselrod, the Military Commissar of our 421st Division, who had for three years before the war been the Military Commissar and Deputy Commander of the 100th Division.

The 421st Division could also be regarded as one of the heroes of the day, for it had taken up new defensive positions on ground recovered from the enemy. The divisional command was ordered to fortify this line and under no circumstances to surrender it to the enemy.

The counterblow of September 22 has remained for me one of those events which, despite the prevailing grave situation in the south (we knew less about the position on the rest of the front), strengthened my confidence in the approaching turning point in the general course of the war. In this sense the rather modest combat success achieved in the Eastern Sector seemed to outgrow the scope of the defence of Odessa.

The operation carried out to improve the situation on the right flank of our beach-head and to deliver the city and port from exhausting shelling played its part in the further development of the joint operations of the Army and Navy.

The Black Sea sailors were proud of the landing operation at Grigoryevka—the first (excluding the landings on the Danube) of the many landings they had to make during the war. Despite unexpected complications the landing had been really successful and apparently gave the sailors experience that could be used in the future.

The main support given by the fleet to the Maritime Army, however, was not the landing (as I have already stated, we could have made different use of the 3rd Naval Regiment). It lay primarily in the fact that the fleet proved capable of transferring the 157th Division from the Caucasus to Odessa very swiftly and without losses, under conditions of increasingly stronger enemy strikes at our sea communications. In this case every day gained was of considerable importance, while every delay could lead to grave consequences. And the manoeuvre of the ships with the troops on board was organised so well that the division assigned by GHQ landed near Odessa sooner than we could expect.

The troops that launched the counterblow received good support from the naval aircraft based on Crimean airfields, the naval artillery and, of course, the coastal batteries. The experience accumulated in a month and a half of cooperation with these naval forces in repelling enemy attacks enabled us to rely on them with confidence when we assumed the offensive.

STAUNCHER THAN EVER



Delivered from the shelling from the direction of the northern estuaries, Odessa was deeply impressed by our counterblow. To appreciate what this success meant to the Maritime Army, we have to visualise the efforts the men had to exert in the month and a half of repelling the savage attacks which took place daily, and how bitter it was to realise that the enemy was gradually pressing us closer and closer to the city. And now it was enough to get one reinforcement, similar to those the enemy had received many times (in August and September a fresh enemy division appeared near Odessa nearly every week), and we were able not only to press the enemy back, but even to put him to flight.

Had the Army been given the opportunity to increase the forces engaged in the offensive, it would not have been difficult to exploit our success. Our divisions, especially the 157th, were eager to advance. Even at army HQ some people began to think that the counter-attack in the Eastern Sector could almost develop into a rout of the enemy group that besieged Odessa—the swift advance of the troops in a limited area engendered illusions.

“We can advance a little more now, but what are we going to do later?” grumbled Sofronov, who became aware of such moods, before ordering Tomilov to cease pursuing the enemy.

Even Sofronov himself, much as he realised that it was time to stop or else we would have no forces to hold the extended front, had to suppress his own inner resistance to this decision. It is no easy matter for an army commander to stop the troops in the grip of an offensive spirit.

After the counter-offensive it was necessary to ensure that there was no harmful complacency and no underestimation of the enemy.

For the first time since the start of the defence of Odessa (until then the situation had made it impossible) the Army Military Council was able to assemble the commanders and commissars of the divisions and certain other units at our Command Post. In his analysis of the situation in the sectors the Army Commander emphasised that our weak points were due not to a shortage of reserves or ammunition, but to the fact that we had not yet learned to fight properly: the reconnaissance was not sufficiently thorough everywhere, the junctions were not covered reliably, and the fortifications were often defective.

The conference took place at night and was short. The commanders of the various units had a chance to discuss things with the members of the Military Council, the artillery commander, the commander of the air arm and representatives of the supply units. They were glad to meet again as many of them had not seen each other for a long time.

Everybody's mood was determined mainly by the feeling that the Maritime Army had grown stronger. After all it now had four infantry divisions and a dismounted cavalry division which was numerically smaller than the other divisions. Now that the army had been strengthened the commanders wanted to go over to the offensive. They all hoped that it would soon be possible to drive the enemy now in the southern and western directions also farther away from Odessa.

The tank battalion of the 157th Division (15 real tanks!) and the 422nd Artillery Regiment arrived after our counter-offensive in the Eastern Sector and so were unable to take part in the action. Thus Tomilov's division, which had played the decisive role in the offensive of September 22, became still stronger. It came out of the counterblow with a minimum of losses: 19 killed and 237 wounded, proof that in a well-organised offensive the losses can be fewer than in defence.

We were able to replace the losses suffered by our other divisions in the heavy fighting in the middle of September with the 15 new replacement companies (3,500 effectives) which arrived from the Mainland on September 21-24 and the 21 companies (4,800 effectives) which reached us before the end of the month.

The redeployment of the troops in the Southern and Western sectors was completed by September 27. The 157th Division took up an 8-km zone between the 95th and Chapayev divisions whose front was thereby considerably shortened. The stationing of the two artillery regiments that had arrived in these sectors with Tomilov's division enabled us almost to double the density of the artillery which directly supported the infantry.

General Vorobyov was now able to withdraw, although only for a very short time, two of his three infantry regiments to the second echelon.

By that time Colonel Kapitokhin, who had just arrived from Moscow, had taken over the 161st (formerly Serebrov's) Regiment. Kapitokhin was the fourth commander of this regiment since the middle of August. He had known Vorobyov since the Civil War and on learning that the latter commanded a division near Odessa managed to be appointed to his division.

Kapitokhin had returned to the Red Army after a long interval. For a long time he had held important civil posts. He soon adapted himself to the new situation, and was shortly to play a leading role in the defence of Sevastopol where he became commander of a division and of a sector.

At the same time the last of the prewar regimental commanders—P.G. Novikov—left the 95th Division. During the redeployment the 2nd Cavalry Division was withdrawn from the temporary command of General Petrov, and Colonel Novikov, as had been intended, became its commander.

This book has said little about P. G. Novikov; for the soldiers of the Maritime Army his name was associated mainly with the Sevastopol period of the combat history of our army. I cannot fail to mention, however, that in the defence of Odessa Colonel Novikov enjoyed the reputation not only of an experienced, but also of a highly reliable commander: however difficult it may have been and however few men remained in his 241st Regiment it never failed to perform its mission. Possibly no other regimental commander was more thoroughly aware of what was going on in the lines of the enemy he was facing. The information he had was often also very useful for Army HQ.

At the end of September we felt very confident on the

Odessa beach-head and more secure than ever before. If we were to disregard the general situation in the south the situation on the outskirts of Odessa appeared favourable for further protracted defence, and moreover for still more active defence that envisaged successive improvement of our positions and, wherever possible, pressing the enemy farther away from the city.

The Military Council discussed the question of preparing the army for the winter. Supply Officer 1st Rank A. P. Yermilov reported that factories had already been set up to sew tens of thousands of warm uniforms—padded jackets and trousers. The factories were using the material our supply men had discovered in a train that had remained on some severed railway tracks.

The unit commanders were ordered to utilise the lulls in the fighting for equipping dugouts against the approaching cold weather, especially on the positions we did not intend to improve in the near future. R. T. Prasolov, Chief of Staff of the 95th Division, reported that in the second echelon they were storing potatoes and pickling cabbage. There was a good deal both of potatoes and cabbages in the now abandoned fields of the suburban state farms. Straw, to make the dugouts habitable in winter, was also being stored. Since we had managed to drive the enemy away in the Eastern Sector the army was sure it would spend the winter in the environs of Odessa.

The city was also preparing for the winter. On September 24 the Bureau of the Regional Party Committee adopted a resolution on improving the living conditions in the catacombs and basements where thousands of families had moved to escape the bombings. The resolution provided for electrifying and ventilating the underground quarters, widening some of the passages and strengthening the vaults. Commandants with city Soviet deputies as their assistants and groups of Communists and members of the Komsomol were appointed to the inhabited catacombs.

The Odessa enterprises were given additional orders for various armaments. The city had already supplied the army with four armoured trains, scores of armoured tractors, hundreds of thousands of grenades and tens of thousands of mortar shells. Repairs of small arms had been organised, while 50 mm mortars were being produced in such numbers

that we were able to ship some of them to the naval brigades being formed in the Crimea.

"It seems the times are changing," Sofronov remarked when this decision was being made.

Seventy lorries repaired in Odessa were also sent by transport ships to Sevastopol to supply the needs of the fleet and the 51st Army.

At the end of September many units were visited by delegations of workers. The delegates who visited the 95th Division were headed by V. F. Gunchuk, Secretary of the City Party Committee. The visitors brought presents to the men and, mixing with different units, spent the night in the forward trenches where they told the soldiers about the life of the people in the city. The inhabitants of Odessa met fellow-townsmen in the defence lines because every unit included local residents who had been called up from the reserve, and the volunteers who had become regular Red Army men.

The delegates also met the officers and men of whom they had heard in the reports of their exploits. The local newspapers and radio kept the population informed daily about the city defenders who had distinguished themselves, and their names were now familiar to many thousands of people.

The names of Yakov Osipov (Commander of the Naval Regiment), heroic pilots Mikhail Astashkin, Aggei Yelokhin, Alexei Malanov and others, fearless commissars S. Y. Livshin, N. A. Verkhovets and V. A. Mitrakov, artillery captain Vasily Barkovsky, mortarman Vladimir Simonok and tank-destroyer Dmitry Yakunin were all popular in the city. It would be very hard to enumerate all those whose heroic deeds were known to the inhabitants of Odessa.

Yakov Begelfer, a giant Odessa docker had become famous in the city by killing more than twenty enemy soldiers with the bayonet and butt of his rifle. There were almost incredible but absolutely true stories about Junior Sergeant Alexander Nechipurenko, artillery scout and deputy of the regional Soviet. In order to adjust the fire of a mobile coastal battery better he made his way with a wireless set to the enemy lines and on his way back destroyed mortar crews and machine-gun nests with grenades. One day he returned on a horse-drawn Rumanian anti-tank gun full of boxes of shells.

The transport ship *Chapayev* arrived in Odessa from Novorossiisk on the night of September 22, carrying a hitherto unknown weapon. In the telegram that preceded the ship's arrival, the Commander of the Fleet warned us that this weapon was "top secret" and of our responsibility to ensure that under no circumstances would it be allowed to fall into the enemy's hands.

The *Chapayev* berthed at a pier that was not normally used. The men who had arrived on the ship cordoned her off themselves. Lorries with superstructures, which from a distance resembled pontoons and for some reason were covered with tarpaulins, soon appeared on the pier.

A senior lieutenant of rather short stature reported to army HQ and introduced himself as Nebozhenko, commander of a separate rocket launcher battalion. He was primarily concerned with organisation of the secret weapon's security.

This was two months after our rocket artillery had fired the first round on the Soviet-German front. Nothing had as yet been reported in the press on the rocket launchers which the army later nicknamed "Katyushas", and although we, in Odessa, had heard something about them, we had a rather vague idea of what they were. As far as we knew, there were not yet very many of these battalions. The fact that one of them had been assigned to the Odessa Defence Area after the dispatch of a fresh infantry division was confirmation of GHQ's great concern with our section of the front.

Nebozhenko's battalion became a part of the army reserve and was placed under the command of the artillery officer. An infantry platoon was assigned to guard the battalion. Moreover, at the request of the battalion commander, who had appropriate instructions, he was given a group of sappers to destroy the weapons should they be in danger of being captured by the enemy.

The senior lieutenant zealously guarded his lorries against strangers, scarcely allowing anyone to see them. However, he gave Colonel Ryzhi full details of the weapons, and the latter informed the operational officers of army HQ about the rocket launchers.

Rear-Admiral Zhukov and the members of the ODA Military Council went to the observation post to see the new weapon in action. The first round was fired in the vicinity of Dalnik where the enemy continued his attacks. At night

Nebozhenko drove his lorries to the firing position which had to be left immediately after the round had been fired. Ryzhi had assigned to the battalion a separate area half a kilometre wide which was not to be shelled by the usual artillery. At this spot the enemy trenches were clearly visible from our positions.

The enemy attack began on schedule, one hour after day-break. In the adjacent areas our batteries fired on the enemy infantry while it was still on its jumping-off positions. General Petrov, who was at the observation post with Ryzhi (this was taking place in the zone of his division), urged the latter to give the launcher crews the order to fire.

"Launchers, fire!" the artillery commander ordered them by phone when the time for it came.

Clouds of smoke shot up into the air, a roar was heard, and dozens of fire trailing rockets drew flaming lines through the sky. No one watching had seen such sight before. On the advice of the battalion commander the men holding this area had been warned that something out of the ordinary was about to take place so that they might not get frightened.

Then the rockets started exploding with a blinding glitter and a thunderous roar where the enemy infantry had just risen to attack. When the roar had died away we heard heart-rending cries from the enemy lines and saw soldiers, who had remained alive in their trenches, abandoning them in panic and running to their rear.

According to Ryzhi, the round fired by the Katyushas had caused such confusion in the enemy lines that even the nearby batteries, which had not been hit, ceased to fire. In this area the morning attack was broken up at once. True, later the enemy recovered. That day the Katyushas fired only one round, and the shock could not have lasted long.

Subsequently Nebozhenko's battalion was used in repelling the enemy attempts to breach our front in the vicinity of Tatarka and the Bolgarskiye farmsteads. The fire of the rocket launchers invariably stunned the enemy. But the stock of rockets we had received was small, and we spent them sparingly, keeping them for the new counter-offensive which we were preparing.

While I was planning where to use this fire power, it never occurred to me that rocketry, then in its infancy, would become my military speciality, my main interest in life. Nor

was it possible to imagine then that the Katyushas of 1941 would in the coming decades be succeeded by Soviet missiles of fantastic power and amazing technical perfection.

The redeployment that ensured the concentration of the main forces of the army in the Southern and Western sectors was already a preparation for a new counterblow against the enemy.

As early as September 22, when the Maritime Army was pressing the enemy back in the area of the northern estuaries, Sofronov started consulting me on how to make further use of Tomilov's division.

The Army Commander's plan called for a blow to be struck in the direction of Lenintal and Peterstal (the Avangard state farm and Petrodolinskoye), which would rout the enemy group that had driven a wedge into the left flank of our defences. This would enable us to reach our former lines, in which case Odessa could no longer be shelled from this direction either. The front line would have moved back from the city to a distance where any unexpected happening would no longer be so dangerous. Furthermore, the enemy had recently got the range of the stationary coastal batteries, and it was essential to protect them from his artillery fire.

While expounding his idea, Sofronov did not hide the fact that it involved a considerable risk, a much greater risk, in fact, than there had been in the plan we had carried out in the Eastern Sector.

"According to military science, as you know," he said, "for an offensive to be successful it is necessary to be three times as strong as the enemy while in our case it will be almost the opposite. If, say, we commit to action three divisions, including the cavalry division, in this zone the enemy will have close to five. Besides, he has more troops at hand. In aircraft and artillery the ratio is even less favourable to us. So it seems a mere adventure then? And yet, I do not think it is and we ought to try it."

The Army Commander was confident of the high fighting spirit of our men and commanders who were now inspired by our success in the Eastern Sector, had come to feel their strength and would stop at nothing to carry out any new combat order. And the morale of the enemy troops was so low that despite their numerical superiority they were un-

likely to display any particular firmness if we attacked resolutely and with good fire support.

On Sofronov's desk was a pile of letters and diaries of killed enemy officers and men that had been translated in Major Potapov's department. Sofronov considered the officers' diaries particularly significant; they contained much unconcealed whining and lamentation that suggested a good deal.

It had been observed several times that an artillery attack which, according to every indication, resembled an artillery preparation, was not followed by an infantry assault. Our commanders who reported these cases concluded that the enemy officers were apparently unable to get their soldiers out of the trenches.

"Suppose they have five divisions here and at the most we can have no more than three," the Army Commander was developing his idea, "but we have already given this enemy a sound thrashing. He is depressed by the fact that he could not beat us when four or five of his regiments attacked one of ours. And now that we have given him hell between the estuaries this will have hardly raised his spirits."

I thought Sofronov was right—a new counterblow could and should be launched. Since we now had a fresh division and the other divisions were being reinforced again, we should be able to keep the enemy under strain and force our will on him. If, however, we confined ourselves only to repelling his attacks, he would eventually overrun us. This was how I saw things and told Sofronov so. He was obviously pleased that our opinions coincided.

Before submitting the proposal for a new counterblow to the Military Council Sofronov also discussed it with other colleagues. General Shishenin reacted with caution and voiced his doubts about the possible success of the plan, whereas Rear-Admiral Zhukov completely agreed with and supported Sofronov. A decision to launch an offensive in the Southern Sector was made, and I started drawing up the necessary plan.

However, an unforeseen complication arose: the consignment of shells we expected from the Mainland failed to arrive in due time. As it turned out later, there were very good reasons for the delay. On September 27 the Fleet Commander sent the ODA Military Council a telegram suggesting

that shells be used sparingly because the grave situation on the approaches to the Crimea might affect regular shipments of supplies to Odessa.

We had only about half of a fire unit for the main calibres of our field artillery. Divisional Commissar Voronin was in favour of delivering the blow with these shells because the artillery would be partly replaced by the rocket launchers. But now Sofronov also felt that that would be too great a risk.

We had to wait for shells, and the tentative date set for the second counterblow was to be postponed from day to day.

The reader must not think that, while the army was being redeployed, nothing was happening near Odessa and that the enemy was completely inactive.

True, there was one day—September 27—about which the army reports read: “No combat operations.” On all other days fighting continued, attacks were being repelled, and in some areas the situation was very tense.

On September 23, when Vorobyov's division had just begun to receive replacements, the enemy tried to widen the gap that had appeared between the 90th and 161st infantry regiments the day before. Moreover, our air reconnaissance discovered a concentration of other enemy units in close proximity to this area—near Vygoda. The fighters sent there to attack the enemy were met with very strong antiaircraft fire. The group led by Yelokhin, the squadron leader, broke through to the concentration of the enemy troops. The attack continued even when Messerschmitts appeared in the sky. They were engaged in an unequal battle by three I-16s headed by Lieutenant Shilov. He shot down one enemy fighter; then his engine was hit by an antiaircraft shell. The pilot did not bale out over the territory occupied by the enemy, but steered his plane at the enemy tanks. He had aimed faultlessly; that was witnessed by his comrades in the air. Communist Mikhail I. Shilov succeeded in shooting down several enemy planes during his brief war. According to Brigade Commander Katrov's short but eloquent account, Shilov had performed 164 combat missions, including 68 attack missions since the beginning of the defence of Odessa. The lieutenant was posthumously awarded the title of Hero of the Soviet Union.

Several days later the Odessa fighters had a chance to rout a German unit that was being transferred past our beach-head to some other part of the front. A group of fighters that had flown to attack the immediate enemy rear discovered six huge Ju-52 transport planes towing troop-carrier gliders. They were flying at a low altitude somewhere in the direction of Nikolayev. The nazis had to pay for flying so close to the Odessa lines. All the six Ju-52s attacked by our fighters crashed down in flames in a field near the village of Sverdlovo. The soldiers, who poured out of the gliders that had managed to unhook from the tow-planes and land were machine-gunned by our fighters.

While preparing for the offensive in the Southern Sector we had to pay unremitting attention to the Eastern Sector as well. As a result of the September counterblow the front of Kochenov's division was extended to 23 km (after the re-deployment none of the other divisions had more than a 13-km front), while its artillery density continued to be the lowest on the beach-head—less than four guns per kilometre, including the antitank artillery. Moreover, the 421st Division was going through an organisational period again because of the replacement of the Razin Regiment by the 3rd Naval Regiment.

“Osipov says it is high time I, too, was enlisted in the navy,” said Kochenov jokingly. “Two of the three regiments are naval units.”

Meantime, the same things were happening to the 3rd Naval Regiment that had happened to the 1st in the beginning of the Odessa defence. The sailors who had made a splendid showing in the landing could not and did not like to dig in, were generally at odds with ground tactics and did not have much idea of what was needed for staunchness in defence.

All this had unpleasant consequences. On September 26 the enemy attacked our right flank beyond the Bolshoi Ajalyk Estuary and drove our sailors out of Novaya Dofinovka; not for very long though. Six hours later the naval regiment supported by ships' fire recaptured this village inflicting heavy losses on the enemy. This confirmed our previous impression that sailors just beginning to fight on land were much better in attack, better on the offensive than in defence.

It was necessary, however, to speedily strengthen the

stability of this regiment when repelling the enemy attacks. Like Osipov in his time, Kochenov had to replace some of the commanders in the 3rd Naval Regiment by army officers who were better trained in tactics. The regiment was given more machine guns and about 400 infantrymen from a newly arrived replacement. By permission of the Army Commander, Kochenov withdrew the sailors, a battalion at a time, to the rear for two or three days of practical training. The results were soon evident.

"The sailors now feel quite at home in the trenches and their unreliability has vanished as if by magic," the Commander of the 421st Division soon reported.

In the meantime the enemy strengthened his left flank, and on September 28 launched an offensive along the eastern shore of the Kuyalnik Estuary in the direction of Gildendorf, simultaneously attacking in the isthmus between the Kuyalnik and Khajibei estuaries.

This offensive was broken up by the determined actions of our units. Among various equipment captured by Kochenov's division there were 40 heavy machine guns, more than 250 rifles and twenty motor vehicles.

The artillerymen, especially those of Major Shmelkov's 134th Howitzer Regiment, were the heroes of the day. Anti-aircraft gunners who happened to be in the same area also shelled the enemy infantry. As had often been the case in August, the Eastern Sector was supported from across the Khajibei Estuary in the Western Sector by Major Polyakov's artillery regiment. The concentrated artillery fire stopped the attacking troops, forced them to hug the ground and predetermined the success of the counter-attack that followed.

One more enemy attempt to press us back near Novaya Dofinovka, beyond the Bolshoi Ajalyk Estuary, was frustrated.

The shells required for the new counterblow were delivered to Odessa from Novorossiisk on September 29. I had completed the preparation of the combat order and drew up the planning table for the offensive in the Southern Sector, which was set for October 2.

But events occurred that changed our plans.

FOR OUR FINAL VICTORY

On the night of October 1, Vice-Admiral G. I. Levchenko, Deputy People's Commissar for the Navy, arrived in Odessa from Sevastopol by a fast motor boat. He had already been in the Black Sea area for a long time and during the defence of Odessa had repeatedly visited us. This time, however, he hurried here, as it turned out, for entirely different reasons.

Immediately upon arrival Levchenko summoned the Military Council of the Defence Area. The conference was, as usual, attended by G. D. Shishenin, Chief of Staff of the ODA, and Army Commander G. P. Sofronov; I. D. Kuleshov, Commander of the Naval Base, had also been invited. The very urgency of the night conference suggested that some problem of extreme importance had arisen. This problem could not have resulted from the situation on the Odessa beach-head, which was not dangerous.

When the conference ended Shishenin summoned me.

"We are leaving Odessa," he said in a rather muffled voice. "Admiral Levchenko brought Supreme Command's directive."

Shortly after I read this document myself.

"... In view of the danger that threatens the Crimean Peninsula which is the main base of the Black Sea Fleet," the directive, dated September 30, ran, "and owing to the fact that the army is at present unable simultaneously to defend the Crimean Peninsula and the Odessa Defence Area, the General Headquarters of the Supreme Command has decided to evacuate the Odessa area and use its troops to strengthen the defence of the Crimean Peninsula."

This was followed by paragraphs containing practical instructions. The first of them read:

"The officers and men of the Odessa Defence Area who have bravely and honestly performed their mission shall, in the shortest possible time, be evacuated from the Odessa Area to the Crimean Peninsula."

The Commander of the 51st Army was ordered to commit all his forces for the purpose of holding the Arabatskaya Strelka, the Chongar Isthmus, the southern shore of the Sivash and the Ishun positions till the arrival of the ODA troops; the Commander of the Black Sea Fleet was instructed to start transporting the troops and equipment from Odessa to the Crimean ports. Weapons and materials that could not be evacuated were to be destroyed.

It is sometimes said that GHQ's decision to leave Odessa was a surprise to the defenders of the city and even to the leaders of the defence. I shall not argue; it may have been a surprise to some people. I cannot say that about myself, however. The developments in the south during the days that preceded the decision had gradually suggested such a possibility.

In a general way, without any details, we knew the situation that was developing in the Crimea already cut off from the land and like our beach-head connected with the rest of the country only by the sea. What if the Germans broke into the Crimea, how was Odessa to be supplied then? And would we be justified in dispersing our limited marine transport facilities when extensive sea shipping from the Caucasus was already apparently necessary for the army in the Crimea? Such thoughts invariably occurred when looking at the map and when for a moment one ceased to think of what was taking place on the Odessa beach-head.

Yes, we could go on holding it; there were no doubts about that now. But only if we had uninterrupted communications with the Mainland, especially since, in addition to ammunition, we had to be supplied with food, fodder and fuel, the reserves of which were now almost depleted.

But the situation on the Black Sea routes was growing increasingly more complicated. The enemy now had masses of dive bombers that sought out Soviet ships. Fresh in our memories were the heavy losses and damage suffered by our ships on the day of the landing and prior to it. And now one repeatedly thought—if this continues, won't the holding of

Odessa result in too great weakening of the Black Sea Fleet which can't be possibly remedied in war-time conditions?

We also learned something else from GHQ directive: the 51st Army was not strong enough to hold the Crimea. Admiral Levchenko, who had just been in the north of the peninsula, told us that our troops were withdrawing to the Ishun positions where there were no reliable fortifications.

The quick abandonment of Perekop startled us and seemed incomprehensible; since our youth we had thought of it as an invincible stronghold. But as long as we had lost Perekop and were in danger of losing the Crimea, the further stay of a whole army around Odessa was becoming unjustified.

Under the circumstances the proposal submitted to GHQ by the Military Council of the Black Sea Fleet—that Odessa be evacuated—appeared reasonable and well grounded. The Maritime Army continued to tie up large enemy forces, larger than ever before, but it was needed even more in the Crimea.

After the Army and the Navy had successfully defended Odessa and we had grown confident that we would keep the enemy out of the city it was, naturally, incredibly hard to surrender it. I could quite understand those who, upon receiving the directive, could not bring themselves to believe that our withdrawal from Odessa was inevitable. Shishenin said that the sailors and A. G. Kolybanov, Secretary of the Regional Party Committee, hoped they could convince GHQ and the Fleet Command that the defence of Odessa should be continued. They wanted to believe that the Crimea would hold out without our divisions just as Odessa had held out in the days of crisis.

The session of the Military Council was interrupted for the purpose of analysing the situation and resumed a few hours later. Having overcome our own feelings and taking a broader view of things we were now all prepared to discuss ways and means of performing the new task.

It was an extremely difficult task and at first sight appeared almost unrealisable. On hearing from Shishenin: "We are leaving Odessa", I could not help thinking: "And how are we to leave it?"

To continue the defence of the city against the enemy who had a 4:1 superiority in strength and even to fight on street barricades seemed much simpler than to withdraw the troops from a very small area in the enemy rear without heavy

losses. And the gist of it all was precisely to prevent heavy losses because only a battleworthy army could be of any help to the Crimea.

We knew how the attempt of the British to evacuate their army from Dunkirk had ended the year before. We were not, however, thinking about that sad event, but our own concrete conditions. We somehow had to outwit the enemy who was capable of preventing us from escaping to the Crimea.

A good deal of work had yet to be done on the evacuation plans and the provisions for them. Yet the withdrawal of the troops had to begin at once, that same day. The first group of transport ships had already sailed from the Mainland and were expected in Odessa the following night.

To help the 51st Army as soon as possible, we decided to send first of all our most battleworthy division—the 157th. Immediately after the meeting of the Military Council its commander D. I. Tomilov and its commissar A. V. Romanov were summoned to the Command Post.

GHQ's directive did not indicate the general periods of the evacuation, which meant that we had to set them ourselves. But we did not know yet what transport facilities the fleet was able to provide, or when it could provide them. The initial schedule of October 1 could not be backed by precise calculations.

Tentatively it envisaged the shipping of the regiments of the 157th Division and the artillery attached to it, as well as all our wounded, before October 6. During the following stage—October 7-15—we had to evacuate the supply units and establishments of the army and the naval base, the heavy weapons, the engineer and construction battalions, skilled workers and families of the servicemen, most active Party members and members of the city administration still in the city. But the last stage—October 16-20 was the most complicated: disengagement from action and shipping of the main forces of the army and cover forces to the Mainland.

When this plan, which later was considerably changed, was under discussion we received telegrams from N. G. Kuznetsov, People's Commissar for the Navy, and I. V. Rogov, Chief of the Navy Main Political Department. The telegrams demanded that we devote particular attention to the secrecy of the evacuation and warned us against repeating the

mistakes made during the evacuation of Tallinn (the Baltic Fleet lost a number of warships and transport vessels partly because they sailed in the daytime).

While immediately adopting the very first measures aimed at carrying out GHQ's directive, we had at the same time to decide what to do about the situation that had so suddenly changed with regard to our plans for a counterblow in the Southern Sector. In any case the former plan had to be re-considered since the 157th Division could no longer be regarded as a full-strength unit.

The ODA Command decided to launch the counterblow. It now took on a new meaning—the offensive had to deceive the enemy as to our further intentions. Our aim, however, was now much more modest because our remaining forces were clearly insufficient to rout the enemy grouping opposing our left flank.

The new planning table was ready by noon of October 1. Soon those who had to put it into effect received it together with the operations order.

The offensive was to begin in the morning of October 2. The main blow was to be delivered in the direction of Lenintal by the Chapayev Division with a regiment of the 157th Division attached to it. General Petrov had at his disposal the rocket launcher battalion and the tank battalion. The cavalry division was to attack on the left of the Chapayevites. In addition to their own artillery the attackers were to be supported on the right flank by the artillery battalions of the Western Sector, Bogdanov's regiment, the coastal batteries, two armoured trains and the 422nd Heavy Howitzer Regiment, the one that had arrived after Tomilov's division and had not yet taken part in any fighting.

Colonel Tomilov was extremely upset when he learned that his division had to leave Odessa and, especially, ahead of the other divisions. When asked what infantry regiment he would prefer to leave to take part in the counterblow, he named Major Sotskov's 384th Regiment, as the best in his division. For the time we were withdrawing another regiment of the division to the army reserve. The third regiment had to embark together with the light artillery batteries the very same night, a few hours before the counterblow. The ships that were to transport them were the *Ukraina*, which had

brought us shells, and the *Jean Jaurès* that had just arrived with a shipment of foodstuffs.

Late in the evening General Petrov arrived at the Army Command Post. He had asked the Army Commander for permission to do so after receiving the operations order and the planning table. The Commander of the Chapayev Division that was to perform the main mission the following day wanted to discuss a few things personally with Sofronov.

The day which for all of us who knew of GHQ's directive was full of painful emotions (even at Army HQ only a few people were aware of what was going on) brought Sofronov great personal grief as well. He had received a telegram that his eldest son had been killed in the fighting near Moscow. The telegram should have been detained at least for a day, but the wireless operator gave him the telegram at supper-time without first consulting someone.

Sofronov accepted his misfortune courageously. He went back to work at once, listening to reports on the preparations for the offensive, and that the regiments of the 95th Division which were being withdrawn to the second echelon had again taken up the forward line of defence. After that he had a long tête-à-tête with Petrov.

When Petrov left and I came to the Army Commander with the documents for the evacuation plan (we had already received information on the transport ships that were to arrive soon) Sofronov said wearily:

"Petrov is worried about tomorrow. I don't think there is any reason for it. I promised to be at his Command Post in the morning."

I understood that theirs had not been an official, but a comradely talk. What else could it have been after the order had been issued? As for Petrov—I knew this very well—his boundless personal bravery was combined with caution when the matter in hand was a plan for a big battle. He was apparently troubled by the fact that after Tomilov's two regiments were excluded from the counterblow the enemy would enjoy too great a numerical superiority in the zone of the next day's attack. But, of course, there could be no doubt that General Petrov would do all he could to perform the combat mission.

As Sofronov was dismissing me he said he was going to ponder over the plan of disengaging the main forces of the

army from action. He started working on the plan in the morning, conferred several times with Zhukov and resumed work again; it was hard to arrive at a solution.

The Army Commander had not slept the night before—after Admiral Levchenko had arrived with the news. Now he could not have fallen asleep anyway—only work helped him to fight his grief.

Several hours later Senior Lieutenant Shanin, Sofronov's aide, called for me; the Army Commander wanted to give me some instructions.

When I entered Sofronov was sitting at his desk with his coat unbuttoned and somehow leaning unnaturally to one side. The fingers of his hand that was lying on the papers were gripping a lighted cigarette. The general was very pale.

"What's wrong, Comrade General?" I asked alarmed. "Shall I call the doctor?"

"Wait a minute, it'll pass right away," he answered rather indistinctly. "I just had a stabbing pain in the heart."

Shanin, who had followed me in, ran for the doctor. I looked out into the corridor and called the first two staff officers who happened to be nearby, and we put Sofronov on the campbed that stood a few feet from his desk. He did not resist and only pulled the unfolded map from the desk along with him.

The doctor on duty and a nurse appeared two or three minutes later. Sofronov half-fainted. An oxygen tent was quickly brought in and set up over the bed.

"I'm afraid it's a myocardial infarction," the doctor whispered to me.

Rear-Admiral Zhukov went to General Petrov's Command Post where Sofronov had intended going.

There was no telephone communication with Petrov; only the ST-35 teleprinter was working. Forty minutes before the beginning of the counterblow I read Petrov's message on the tape: the Commander of the Chapayev Division was reporting that since the heavy howitzer regiment was not ready he had to start everything an hour later.

Apart from this, everything went according to plan. The 20 minute artillery preparation was opened by shattering volleys of the Katyushas. At 10:00 a.m. the Chapayevites with

Sotskov's regiment and Novikov's cavalry division (dismounted, of course) assumed the offensive.

In the area worked over by the rocket launchers the enemy at once left his first line of defence and started a disorderly withdrawal. The enemy offered the most stubborn resistance on the left flank where he was attacked by the cavalry division.

I had stayed in my quarters, on the third floor of the underground shelter. Whenever I had a spare moment I inquired about our commander's condition. The doctors who were on duty at his bedside reported that the patient was quiet and dozing; his condition had not deteriorated. It was becoming clear, however, that during the most strenuous days when it was necessary gradually to ship the troops to the Mainland, while continuing the fighting, the Army Commander was out of the ranks.

Later I was told that Sofronov had awakened and asked me to report to him.

"What's doing at the front? How is the offensive?" he greeted me with impatient questions.

Deciding that good news could not hurt him I sat down at his bedside and told him briefly what I thought was the most important:

"Everything is all right. The offensive began according to plan and is developing successfully. In some areas the enemy is on the run. Yudin's tankmen have broken into Lenintal."

A smile crept over Sofronov's face.

"That's just grand, Krylov!" he exclaimed. "Congratulations, my boy! Such news has already made me feel better. And how far have we advanced on our left flank?"

But at this point the doctor, who had already motioned to me, firmly intervened and demanded that we discontinue our business talk.

In the afternoon the enemy resistance increased. Stunned in the first hours by our surprise attack and the power of the concentrated fire the enemy now launched counter-attacks. The tankmen who had gone too far ahead lost contact with the infantry. The cavalry division met with strong and organised resistance from the very beginning (we wished we had another battalion of Katyushas) and made very insignificant headway.

Having carried out the immediate mission in the zone of the Chapayev Division General Petrov stopped the offensive. He reported that he had to put his units in order, straighten them out and close the gaps that had formed.

As the reader probably remembers, we also had to pause during our offensive in the Eastern Sector on September 22. But there the situation had been different—our striking force had been stronger and the enemy reserves relatively further away. Here they were very close and the two-hour respite was utilised not only by us. After the respite the offensive practically ceased, and our troops could advance no farther.

But the enemy could not dislodge our regiments from the line they had reached. After repelling all the counter-attacks towards evening the Chapayevites and Sotskov's regiment consolidated on the line that ran through the Dalnitsky farmstead and the range of gently-sloping hills west of Dalnik.

It was the tankmen who particularly distinguished themselves that day. Senior Lieutenant Yudin's battalion consisting in the main of armoured tractors (of the 35 machines committed to action there were only a few real tanks) actually operated independently, because the infantry could not keep up with it. Crushing the enemies with their tracks and mowing them down with fire the groups of tanks had reached the depression west of Lenintal. Yudin later reported that his battalion had killed close on 1,000 enemy soldiers. Even if this figure was not very exact, there can be no doubt that on October 2 the tanks built in besieged Odessa inflicted on the enemy the heaviest losses since the time they had first been committed to action.

Seeing that the infantry could not catch up with them the tanks finally turned back. But they did not return empty-handed. They steered straight for the positions of the enemy batteries, crushing and scattering the gun crews (none of the enemy hurled themselves with grenades against the tanks, as our men did). Sofronov was right when he said that now no special resistance of the enemy in defence could be expected. The undamaged guns were then hooked on to the armoured tractors like the ploughs or combine harvesters these machines had originally been designed to tow.

Thus the tankmen brought back with them 24 guns of various calibres and as many mortars and machine guns as they could fasten to their tanks and guns.

But the tank battalion also suffered some losses. Six or seven armoured tractors were damaged by artillery fire or immobilised through technical defects. Most of the crews of these tractors were rescued by the other crews. Among those who were missing was the commissar of the battalion—Senior Political Instructor Mozolevsky.

The total losses of the troops that had taken part in the attack exceeded those of September 22, which was to be expected. In Major Sotskov's regiment they amounted (including the wounded) to a third of their strength.

Much later I read an account of this offensive, especially the attacks of our tankmen, in the report of the Rumanian 4th Army command to their higher command. The account listed in detail the units (the 8th and 36th machine-gun battalions, the 1st Battalion of the 2nd Regiment of the Border Guard Division, etc.) which had fled in panic when our tanks had broken through and were later stopped only by the fire of their own artillery.

These antedated enemy admissions confirmed that had we had more forces, we could have exploited our success in the Southern Sector as well within certain limits, of course. Whatever the confusion of the different units that unexpectedly came under our blow, we must remember the general correlation of forces in the environs of Odessa. Towards the beginning of October the enemy had concentrated 18 divisions against our beach-head.

But even the blow we were able to deliver in the Southern Sector played its part. Not only because we gave a good thrashing to a number of enemy units (we believed that we had wiped out at least four enemy infantry battalions, and captured, including the weapons brought in by our tankmen, 44 guns, of which four were heavy ones). Our active operations in a new direction successfully disguised the evacuation we had already begun and misled the enemy. In response to our attacks the enemy transferred one more fresh division to this area.

However, we no longer aimed to hold the lines reached by the Chapayevites on October 2. Both regiments—Major Sotskov's 384th and the 422nd Howitzer—were to be with-

drawn to the rear. The evacuation plans, altered every day, showed that it would probably be possible to ship all of Tomilov's division to the Crimea ahead of schedule. By decision of the Military Council on October 4 the Chapayev Division withdrew to the positions it had held before the offensive. That was how we defined the objective of the offensive—to strike and withdraw.

In the evening of October 4 I reported, instead of Sofronov, to the ODA Military Council on the plan for disengaging the troops and withdrawing them from the defence lines to the embarkation points. The plan was based on the initially set periods of evacuation and had in large measure been drawn up by the Army Commander himself.

It reflected Sofronov's idea, i.e., after completing the evacuation of the 157th Division, heavy equipment, supply units and engineer and construction battalions, the main forces of the Army were to be withdrawn during October 16-20 in two successive echelons to the line protecting the city.

In the first echelon the Army Commander included the Chapayev and cavalry divisions, and in the second echelon—the 95th and 421st. The withdrawal of the troops was intended to be covered by rear guards, the remaining artillery, including antiaircraft and coastal guns, as well as naval artillery and naval bombers.

“According to the Army Commander,” I said, “there are no tangible advantages to be gained by leaving the units on the lines they are now holding. The troops can make the last dash from positions closer to the port. In that case two divisions are enough to cover the withdrawal of the first echelon of the main forces. Moreover, of the first echelon divisions one is to be evacuated immediately, while the second division is at first to be withdrawn to the reserve. The two last divisions must hold the defences for 24 hours and be evacuated in one night.”

In addition to the members of the Military Council the meeting was attended by G. D. Shishenin, N. K. Ryzhi, G. I. Levchenko, A. F. Khrenov, member of the Army Military Council M. G. Kuznetsov, Chief of the Army Political Department L. P. Bocharov, Chief of Engineers G. P. Kedrinsky, Commander of the Odessa Base I. D. Kuleshov,

Commissar of the Base S. I. Dityatkovsky, and Chief of the Operations Department of Fleet HQ O. S. Zhukovsky (he had arrived with Admiral Levchenko). Those present expressed their apprehensions concerning the withdrawal of the two last divisions. I myself felt that the plan contained some vulnerable points in other parts as well. The problem was entirely new and nobody had had any experience in organising anything of the kind. Besides, we had very little time to think everything out thoroughly.

Nevertheless, the plan as a whole was approved. It was decided that the evacuation of the engineer and construction units should be ended on October 10, the supplies units and heavy weapons—on October 12-13. The evacuation of the divisions released after the shortening of the front was scheduled for October 17-18, the rest—for October 19-20.

The evacuation required 5-6 transport ships each day. Rear-Admiral Kuleshov reported on the plan drawn up at the Base HQ for embarkation and covering the withdrawal of the troops to the port by the naval artillery.

The decisions adopted were submitted for confirmation to the Military Council of the Black Sea Fleet.

Somewhat earlier we and the sailors had worked out joint measures to ensure the secrecy of the evacuation and to deceive the enemy. They included active operations in various parts of the defences and demonstrative preparations for the winter—laying-in of vegetables, construction of dugouts and issuing of warm uniforms. We had decided that the transport ships sailing to Odessa should have iron stoves for the dugouts on their upper decks, as well as crates and bags of foodstuffs, and that these cargoes should be transported from the port to the units in the daytime.

Captain Zhukovsky promised that the naval scouts would let the enemy have fake documents which would make him believe that new units were being transported to Odessa. All embarkation of troops and loading of equipment were thoroughly camouflaged.

Very shortly there were indications that our measures were bearing fruit. In October enemy aircraft increasingly attacked our transport ships on their way from the Mainland to Odessa, while the ships sailing back were hardly ever pursued, the enemy apparently believing that they were empty.

The following detail that came to light after the war is also significant: the maps of the German General Staff showed our 157th Division in the environs of Odessa up to October 15, whereas it had been transferred to the Crimea much earlier.

G. P. Sofronov's illness made it necessary for the ODA Military Council to consider the question of another commander for the Maritime Army. It was essential that a new commander be appointed at once, after which the higher authority could either confirm or reject the appointment.

In Odessa there were two generals who could command the Army: V. F. Vorobyov and I. Y. Petrov. The Military Council chose Petrov, taking into consideration his greater combat experience. As far as I know, General Sofronov's opinion had also influenced this decision. Sofronov often disagreed with Petrov and saw things in a different light, but nevertheless recommended Petrov as his successor.

The Chapayev Division was taken over from Petrov by Major-General T. K. Kolomiyets.

G. P. Sofronov required prolonged treatment and rest, but the doctors considered him well enough to travel, and on October 5 he was evacuated to the Mainland. He left Odessa with G. I. Levchenko and A. G. Kolybanov, Secretary of the Regional Party Committee and member of the ODA Military Council, who was recalled to Moscow for another appointment.

My duties prevented me from seeing the Army Commander off to the port. We took leave of each other in his office. Sofronov was still in an oxygen tent.

I could not remember how many times a day for a period of many weeks I had been in this uncomfortable underground room whose stony gloominess was not lessened even by the large rug spread on the floor. Here the Commander and I lived through many anxious hours when the situation on the front was becoming desperately difficult. Here, too, we rejoiced at good news from the different sectors of the front, which were then followed by new complications and new anxieties.

Sometimes, after the reports on the results of the day's fighting—they were usually discussed at about 1:00 a.m.—Sofronov would recall events of bygone days. One night the staff officers who stayed a little longer at the Commander's

heard about Lenin's visit in the spring of 1919 to the First Moscow Commanders' Courses which later became the Frunze Military Academy.

"I attended the courses and was the secretary of the Party Bureau," Sofronov told us. "Lenin came to one of our meetings in April. This was because the courses had been awarded the Red Banner of the Rogozhsky District Party Committee. First of all Lenin went to the room occupied by the Party Bureau where he questioned the communist students about their studies. Then he spoke at the meeting. Those were hard times—Kolchak was pressing us, and the Red Army suffered several setbacks on the Eastern Front. But Lenin's speech was cheerful and confident of our victory. He said that the army of workers and peasants that had already defeated many enemies also had to defeat Kolchak and would certainly rout him."

It was similarly difficult then around Odessa and apparently all over the front. And it seemed to the commanders who had grown silent in the Army Commander's office that Lenin's words he had heard in 1919 were also addressed to all of us in 1941. Just as it had been in the Civil War, so now our only alternative was to rout the enemy.

The first commander of the Maritime Army had shouldered no easy responsibility and Sofronov bore it as long as he could. Sometimes his self-control was amazing. All kinds of situations had arisen. There were times when we, staff officers, botched or overlooked something, but I do not remember a single occasion when Sofronov raised his voice or lost his temper while talking to me. I can't say this about many people with whom I had to work during the war.

It was probably Sofronov's calm temperament that enabled him to recover from his grave illness. G. P. Sofronov, a retired lieutenant-general, old Bolshevik and veteran of the Soviet Armed Forces, is today still hale and hearty.

Major-General Petrov appeared at the Army Command Post wearing as usual his cavalry sword belt, fresh, vigorous, and tirelessly active.

Summoning Artillery Commander Ryzhi and myself the new commander asked without any preliminaries:

"How strong are our flanks, comrades? I happen to know the situation on the left flank, but what about the right?"

Aren't there any surprises in store for us? Will you, please, think what we can do so that they don't let us down."

Petrov's concern about the flanks was quite understandable. In the morning of October 5, before he took over the command of the army, an enemy battalion had forced the shallow part of the Sukhoi Estuary, where we had no continuous defences on its eastern shore.

A battalion of the Razin Regiment that was in reserve and a detachment of border guards were transferred there. With other units they routed the enemy battalion, and only remnants of the latter returned to the western shore. But the attempt to cross the estuary put us on the alert because the enemy was evidently trying to make his way to our coastal batteries.

The other—right—flank of the army was dangerously near the routes along which the nazi command moved its reserves to Nikolayev and further to the Crimea. If the enemy command decided to turn one of its divisions against our Eastern Sector, it could do so very easily.

Earlier on I referred to Hitler's letter published after the war, in which he advised Antonescu to smash Odessa from the north-east along the coast. Hitler's letter was dated October 5, 1941. It was on that day that Army Commander Petrov asked us to pay greater attention to the flanks, as if he had been crystal-gazing.

Simple and direct relations were at once established between the new commander and myself. For a long time I had not only respected Petrov, but felt a deep affection for him, and was happy to feel his friendly attitude towards me. This in no way prevented him from being most exacting. A stranger to all diplomatic tricks, straightforward and natural in all things, Petrov was able to say exactly what he thought to his superiors and subordinates alike. And anyone could be perfectly frank with him.

Petrov was extremely vigorous and energetic and could not stay at the Command Post. Nearly every day he managed to visit one of the divisions. Incidentally, this was not merely due to Petrov's character. After the withdrawal of part of our forces from action the situation on the Odessa lines again became tense and full of many complications, so that the Army Commander thought it necessary to visit the forward lines.

In his office Petrov was somewhat ill at ease. He seemed to have developed a habit of resting in snatches at indefinite times. He would unfasten his belt and lie down on the couch, resting his cheek in the palm of his hand; within an hour he would get up fresh and full of energy again. This ability to recuperate through snatches of sound sleep was indeed to be envied.

For several days army HQ lived, as it were, a dual life. Whether we liked it or not, we were becoming increasingly more concerned with the evacuation of the army. It was a most difficult task, and a good deal had to be decided, thought out and prepared. The impending evacuation of Odessa was still kept secret even from the divisional commanders. We had to discuss the distribution of the recently-received stoves with the staffs of the sectors, and other things that were no longer of any practical importance. Meanwhile, we were racking our brains over our complex, stage by stage plan for disengaging our main forces, withdrawing them to intermediate lines and dividing them into echelons. It was becoming increasingly clear that although this plan had been adopted as a basis, something was not quite right.

The evacuation of the regiments of the 157th Division could be explained to the command of the other units as an isolated measure that did not alter the main mission of the Maritime Army. Furthermore, we had been given Tomilov's division only recently; it had enabled us to hurl the enemy back in the Eastern Sector, and now the High Command needed it somewhere else; at the front this happened quite often. But when the time came for evacuating the engineer battalions, various supply units and hospitals we had to let a much wider circle of people know what was happening.

Late in the evening of October 6, the ODA Military Council called together the commanders and commissars of the divisions and separate units. Rear-Admiral Zhukov read aloud GHQ's directive, and told them about the situation in the Crimea. Then, after letting this astounding information sink in, the ODA Commander outlined the principles of the plan on which we continued to base ourselves for withdrawing the main forces of the army from action. He emphasised that it would take unflinching courage and the greatest possible organisation to carry out this plan. Any lack of discipline, any sign of panic could ruin everything.

At this conference we were informed that General Vorobyov's 95th Division would be the last to leave Odessa. Tried and tested in many severe battles, this division had repeatedly repelled the furious onslaughts of the enemy and was now entrusted with holding the defence on the cover lines, while the other units of the second echelon were withdrawing and embarking.

The dates for withdrawing and evacuating the main forces had not yet been announced. The commanders would learn about them in due course from the operations order. Incidentally, there was already a chance that the whole operation might be accelerated, for transport ships began to arrive in Odessa ahead of the preliminary schedule.

The fighting continued at the approaches to the city. Very early in October the enemy aircraft intensified the bombing of our forward lines; the enemy had apparently suspected the presence of new units preparing to assume the offensive there. But at best our forces were sufficient only for counter-attacks.

The artillery that supported the troops gradually decreased in numbers. A battalion of Bogdanov's regiment embarked and sailed for the Crimea on October 6. After using up our stock of rockets we shipped the rocket launcher battalion to the Mainland. The first units of the air defence brigade were also embarking. In addition to the dozens of aircraft they had shot down the splendid Odessa antiaircraft gunners had also destroyed many enemy tanks. There was not a single defence area where their crews, brought to the forward line in the hours of trial, had not fired point-blank on the enemy straining to break through to the city.

On October 5-6, a dangerous situation arose in the vicinity of the Bolgarskiye farmsteads and Tatarka where a new enemy division had recently arrived and immediately assumed the offensive. To ensure greater stability of the central defence area, where the enemy had also intensified his attacks, we withdrew the right flank of the 95th Division to a new line, and General Vorobyov transferred his Command Post from Kholodnaya Balka to the suburban village of Usatovo.

On October 9 the enemy gave us his last big surprise: in the morning he assumed the offensive almost along the entire

front. Divisions that had recently arrived were taking part in the offensive.

In some areas of the left flank the enemy at first succeeded in pressing us back somewhat. Here we counter-attacked with units drawn from the reserve, including a battalion of the 3rd Naval Regiment that had already made a good showing. On the whole the results of this day of fighting clearly reflected, it seems to me, the morale of the troops on both sides.

Despite his great numerical superiority in a number of areas the enemy behaved as though from the very start he did not believe the offensive would succeed, whereas our units behaved and fought everywhere with a pertinacity that defeated all the enemy efforts.

Tomilov's division, which by its presence alone had infused the men of all our units with indomitable courage, was no longer on the Odessa beach-head. But the high morale created by the September counterblow and the increased confidence that the enemy could not beat us persisted and in very large measure predetermined the outcome of the fighting.

The counter-attacks launched to re-establish the situation on the left flank developed into pursuit of the retreating enemy. The Rumanian 33rd Infantry Regiment was encircled between Tatarka and the Sukhoi Estuary. Its desperate attempts to break out failed. More than a thousand officers and men were killed and close to 200 surrendered. The trophies of the Chapayevites included the regimental colours, the regimental seal and operations documents—the enemy regiment had been encircled along with all its records and documents.

The failure of the offensive and the losses of the day quietened the enemy for nearly 24 hours. We also successfully repelled the new attacks launched in other areas. In October the enemy even delivered a psychological attack, in which the officers marched with naked swords and the corporals drove the lagging soldiers with sticks—we had a very good view of this from our observation posts. As in other similar cases the concentrated fire from all arms prevented the enemy from reaching our trenches.

The offensive on October 9 was one more enemy attempt to break into Odessa. The prisoners captured by the Chapayev Division testified that their units had been assigned the mission of seizing the south-western outskirts of the city. A day

or two later the staffs of our units reported that the enemy units opposing them were intensively fortifying their positions.

At that time we did not know that the head of Hitler's military mission in Bucharest had received from his Berlin superiors urgent instructions to help the command of the Rumanian 4th Army to organise a new offensive against Odessa. In the meantime the eighteen divisions besieging the city with no hope of capturing it were assuming the defensive.

Knowing all this the Chief of Staff of the Naval Base and I found it particularly painful to have to assign the units being evacuated to the different transport ships. The only thought that consoled us was that our troops were needed much more in the Crimea.

The evacuation proceeded apace. In ten days we had evacuated close to 52,000 people, including civilians, 208 guns, about 900 motor vehicles, more than 3,200 horses, 162 tractors and thousands of tons of factory equipment.

The port was working under an enormous strain. The short time we had for embarkation and loading, as well as the camouflaging of all these operations required great effort by many people. And yet, although complex, the evacuation was already becoming a normal, efficient process, so long as the main forces of our army—three infantry and one cavalry divisions—were firmly holding the Odessa defence lines. The main problem still lay ahead of us: the success or failure of the evacuation depended on whether or not we could withdraw these troops from action and ship them to the Mainland.

I have already mentioned the initial plan for withdrawing four divisions reported by me to the Military Council on October 4. It had aroused certain apprehensions even then. But, although we were aware of its flaws, we were unable to offer anything concrete to replace it.

However, as early as October 6-7 as a result of much discussion and searching for a solution the Operations Department of army HQ had already developed the idea of withdrawing the divisions from their positions not to intermediate lines, but directly to the embarkation points in a single rush, and not in two echelons, but all four divisions in one night.

We reasoned that the withdrawal of our troops from action within four days, with taking up defence on different intermediate lines, would almost inevitably divulge to the enemy our intention to abandon Odessa. And even if we succeeded in covering the withdrawal and embarkation of the first two divisions, the last two might be simply crushed and routed before they reached the wharves. Such a finale of the evacuation appeared quite probable considering the number of divisions the enemy could throw in to pursue our two withdrawing divisions.

Of course, the simultaneous withdrawal of all our troops also involved a certain risk. But this risk would not be so great if we were to ensure the secrecy of withdrawal of our main forces from the forward line, organise reliable protection by rear guards and in general thoroughly think out all the details.

Late in the evening of October 7, the new plan was discussed at a conference at G. D. Shishenin's which, in addition to myself, was attended by N. K. Ryzhi, A. F. Khrenov, I. D. Kuleshov, K. I. Derevyanko and A. M. Aganichev (Commander of the Naval Operations Group of the ODA Staff). The general opinion was that the plan could be carried out if, before leaving Odessa, we managed to demonstrate vigorous activity at the front and precede the withdrawal of the troops by a strong blow at the enemy simulating preparation for a big offensive.

But the main thing was: could the fleet simultaneously provide as many ships as were necessary to evacuate what was essentially the entire combatant personnel of the army in one night—about 35,000 men with all their arms. The representatives of the naval base considered that it could be done, although not without some difficulties. Of course, the evacuation also required warships and aircraft to protect the huge convoy.

The following day the new plan, already preliminarily approved by Rear-Admiral Zhukov, was adopted by the ODA Military Council.

As for General Petrov, he had been well informed of the plan since its very inception and supported it enthusiastically. He believed that the period of evacuation had to be reduced to a minimum in order that the enemy might not take advantage of the gradual weakening of the army to launch

a decisive attack and so breach the front. He discussed the possibility of simultaneously withdrawing the troops with nearly all the divisional commanders, and they were in agreement.

We tentatively set the night of October 15 as the date for completing the evacuation. By the evening of October 12 an operations order was ready that provided for all the details of the organisation and support of the withdrawal of the troops from action and their delivery to the port, and instructions for their embarkation were drawn up and approved.

But Sevastopol had not yet given its OK to the altered plan. As it turned out later, Fleet HQ needed a certain time to provide an additional number of ships which it had to take from other routes. It was also necessary to transfer squadrons of fighters from other airfields to the western part of the Crimea. The Fleet Command also assigned all of its bombing aircraft to support the withdrawal of our troops.

Divisional Commissar N. M. Kulakov, member of the Black Sea Fleet Military Council, arrived in Odessa in the morning of October 13. He was a strong-willed, determined, jovial and cheerful man, very popular with the Black Sea sailors and personally known to each and everyone of them.

Kulakov listened to Zhukov's and Petrov's reports and for two or three hours talked with many other people, ascertaining the details of the situation in Odessa. Several hours later, after receiving Kulakov's radiogram from Odessa, Vice-Admiral F. S. Oktyabrsky, Commander of the Fleet, gave his consent to withdraw the troops in one echelon and embark them on the night of October 15.

Everything was now absolutely clear. Operations order No. 0034 of Maritime Army HQ signed by Army Commander Petrov, member of the Army Military Council Kuznetsov and myself the night before was dispatched to the divisions.

These were the last days of the defence of Odessa now in its third month. It was very painful to think, while driving through the familiar streets, that in two or three days the enemy would be master here.

The city was still unaware of anything, although there was a feeling of something unusual going on: too many ships were arriving every night, and too many motor vehicles moved towards the port at nightfall.

After a long warm spell it suddenly turned very cold. Grey clouds hung over the city. The wind rustled the falling leaves of the chestnut and plane trees on to the unswept streets. Occasional pedestrians walked hurriedly and somewhat warily. The very air of those grim autumn days seemed to be saturated with concealed alarm.

There was a lull on the defence lines, which now and then was disturbed by an exchange of fire. The enemy launched no attacks; nor did we conduct any active operations—we were saving our strength and shells so that we might eventually deliver a stronger blow. But the men on the forward lines do not like lulls, and there was the same uneasiness in the trenches as in the streets of Odessa.

The Army Commander, member of the Army Military Council Kuznetsov and I visited the divisions where we held short conferences with the regimental commanders, commissars and other senior officers. We called them together unexpectedly, without giving them prior notice or summoning them by phone, and our representatives or staff officers called for them. At the conferences we outlined the plan for withdrawing the troops from action, explained the sequence of embarkation, the routes to be followed to the port and the security arrangements.

“This must be kept absolutely secret,” Petrov warned the officers. “Nothing must be allowed to reveal our preparations for evacuation. Let your men think we are preparing a new offensive. You, yourselves, must work out every detail of what you will have to do when the day and hour arrive.”

Even the regimental commanders had not yet been informed of the withdrawal schedule. The conferences were very useful; we listened to many valuable suggestions of how best to organise the march to the port, and the protection and the withdrawal of the rear guards.

On October 13 and 14 small groups of fighters of the heroic 69th Air Regiment left Odessa unnoticed, as though flying on a combat mission. They had destroyed exactly 100 enemy planes in the air, while defending the Odessa skies, and dozens of enemy aircraft on the ground. But it was impossible to estimate the losses inflicted on the enemy during their 3,500 attack sorties.

The Odessa Regiment. . . . That is how it was referred to in the army and the city simply because it was the only air

regiment on our beach-head, but soon it was officially known as the 9th Red Banner Odessa Guards Regiment. This regiment, which won fame in Odessa, covered itself with further glory in the Crimea, the Caucasus, near Stalingrad and then at Berlin. Major Shestakov, who had shot down more than ten planes in three months, and eleven more pilots were awarded the title of Hero of the Soviet Union for their exploits in Odessa.

The fighters flew across the sea to the Crimea. Planes that were too worn-out to make the flight were on Katrov's orders blown up. After seeing all the pilots off Major Shestakov and Regimental Commissar Verkhovets wanted to fly together on the last day, but the Army Commander would not permit this, and their planes were loaded on to a gunboat.

Black Sea transport ships—the *Ukraina*, *Abkhaziya*, *Armeniya*, *Kalinin*, *Vostok*, *Chapayev* and many others—arrived in Odessa one after another on October 14 and 15. In the port a mock disembarkation was staged behind a smoke-screen. Columns of canvas-covered lorries made believe they were transporting reinforcements to the rear of the divisions. From time to time wireless stations squeaked call signs that had never before been heard in the vicinity of Odessa, so that the enemy might think that "fresh units" had arrived.

Meanwhile, in other places—now in reality—the adjusters of the squadron set up their wireless sets; the cruisers *Krasny Kavkaz* and *Chervona Ukraina*, as well as a group of destroyers had come to cover the withdrawal of the army.

There were too many warships and transports in the port for them to remain unnoticed by the enemy who repeatedly tried to bomb the port. All our available antiaircraft guns had been brought to the port. Only the ambulance ship *Gruziya* on which 2,000 wounded had been embarked was damaged on October 14. The wounded were quickly transferred to other ships, the *Gruziya* was salvaged and towed to Sevastopol.

On October 15 the sun shone bright again, but this did not give us cause for joy: it would have been better had the weather been cloudy.

In the morning I accompanied the Army Commander who was making the rounds of the wharves. One by one the commanders of divisions and regiments visited the port, each trying to learn as much as possible about his particular route

so that his troops could embark quickly and without a hitch. Later the commanders of smaller units were also shown these routes. After nightfall the route within the city limits was to be sprinkled with lime so that everybody would find their way without any delays.

Meantime an artillery cannonade thundered all along the front of the Odessa defences. At 10:00 a.m. a veritable tornado of fire was directed at the enemy battle formations and later was moved to their immediate rear. After the fire attack the enemy showed no signs of life for a long time. This attack was followed by new concentrated blows at different parts of the enemy positions which alternated with methodical shelling. The general mission of all of our artillery—naval, coastal and that remaining with our infantry regiments—was to prevent the enemy troops from even showing their heads out of the trenches.

Since 4:00 p.m. the ODA Military Council was, in accordance with the plan, on board the cruiser *Chervona Ukraina* at anchor in the harbour. Army HQ was also being evacuated, and sappers were making ready to blow up our underground Command Post which had acquitted itself with honour.

Army Commander Petrov had moved with the operations group of army HQ to the former Command Post of the Naval Base on the sea-front. The communications with all the sectors had been transferred to this CP. Our liaison officers, Captains Shevtsov, Kharlashkin and Bezginov, were on duty at the apparatus in the divisional HQs. Immediately after 7:00 p.m. they reported: "Everything is proceeding according to plan."

This meant that the main forces of the army had started their withdrawal. At the same time all the artillery that covered the dash of the four divisions to the port struck out at the enemy positions with renewed force. The Odessa armoured trains fired on the enemy to the last shell and withdrew to dead-end sidings where sappers were waiting to blow them up. The coastal batteries, which were to be blown up that night, also fired until they had no more shells.

The reports reaching our temporary Command Post indicated that everything was proceeding without any serious complications—the evacuation had been worked out to the

smallest detail. The Command of the Naval Base was in charge of the port, while the forward lines were my concern.

Towards midnight the commanders of the cover battalions became the senior officers at the divisional command posts.

"Everything's under control here and we're delivering a little fire," the battalion commanders reported.

Then they, too, left, and one of Major Bogomolov's signalmen appeared at the Command Post to remove the telephones. He handed me a leaflet still fresh with printer's ink.

"This is being pasted on the sea-front," he said and his voice quavered.

The leaflet contained an appeal of the city organisations to the population: "We are not leaving our native Odessa forever or even for long. The wretched assassins, the fascist savages will be driven out of our city. We shall be back soon, comrades!"

Dawn was already breaking when the submarine chaser assigned to the operations group of army HQ left the wharf. On the deck, near the wheelhouse stood Army Commander Petrov, member of the Army Military Council Kuznetsov and several staff officers. Bearded Rear-Admiral Kuleshov, Commander of the Odessa Naval Base, actually no longer in existence was also with us.

The transport ships with our divisions on board had already left the port. They were followed by the Odessa mine sweepers and motor boats of Lieutenant-Commander Derzhavin's division with the rear guards—protecting battalions, coastal artillerymen and demolition teams—on board. Everybody had embarked even though the ships left overloaded. Nobody appeared to be left behind. At the last moment some equipment had to be dumped into the sea because it was too heavy for the ships' winches. But the main thing was that, judging by all indications, the enemy failed to discover the withdrawal of the army. The entire army at once! It meant that our plan had succeeded.

However, all this was perceived vaguely, without even a simple feeling of satisfaction. We were leaving with heavy hearts and did not want to talk about anything.

"Let us go round the harbour," Kuleshov suggested to the Army Commander.

General Petrov nodded silently. The motor boat glided along the deserted wharves, its motors purring softly. Some fires were burning and horses for which there had been no room on the ships were wandering about. An unnatural, ominous silence hung in the air. The port was empty. The city stretching above it also looked deserted.

Firing continued on our forward lines. The fire was being delivered by the Odessa partisans who had replaced the rear guard battalions in the trenches and were deceiving the enemy by fighting instead of the Maritime Army that had already sailed to the Crimea.

Many more hours passed before the enemy discovered that the army had left. Only a day later—this was established by our intelligence—did the enemy dare to enter Odessa.

For a long time afterwards he suspected that the army had not left, but was hiding in the catacombs, and large enemy units blocked the main exits from the underground caves.

Our motor boat passed through the entrance of the port and sped after the ships that had gone ahead.

I went down a sheer ladder through a hatch to the crew's tiny quarters and lay down on someone's bed. I was feeling worn out for I had not slept for three nights.

I did not know how long I had slept when I was awakened by a sharp jolt that had nearly thrown me off the bed. I jumped to my feet and instinctively rushed to the hatch.

A Ju-87 was diving with a deafening roar at the motor boat. Bombs fell from the plane before my very eyes. They seemed to head straight for our boat, and I involuntarily shut my eyes. But the boat made another sharp turn, and the bombs, dropping where we had just been, splashed a mass of water over our deck.

The first dive bomber was followed by two more. And each time the commander evaded the bombs by skilful turns. Had anyone told me that it was possible to steer a ship away from dropping bombs I should never have believed it.

Petrov and Kuleshov were standing behind the wheel-house.

"We had a narrow escape," the bearded rear-admiral said when the dive bombers had at last disappeared.

We reached Sevastopol before dawn. Zhukov was at the pier to greet us. We embraced.

Suddenly I felt terribly thirsty. A sailor brought me a bucketful of limpid water. I drank it greedily, for a long time, unable to stop. The water seemed unusually tasty.

Petrov stood by my side, smiling. Zhukov was telling us excitedly:

“Many of us were attacked on our way, but only one transport ship was sunk, the one that had been late and carried no troops. Her crew was saved. Now the last ships are approaching Sevastopol. The Maritime Army may be said to be here. It will be easier for the Crimea now.”

We again stood on our firm, native land—the Crimean Peninsula, ancient Taurida. The army that had held out for 73 days near Odessa arrived at its new beach-head as ordered. It arrived to fight the enemy still more stubbornly, rout him and bring closer the great day of our final victory.

REQUEST TO READERS

Progress Publishers would be glad to have your opinion of this book, its translation and design and any suggestions you may have for future publications.

Please send all your comments to 21, Zubovsky Boulevard, Moscow, USSR.





N. KRYLOV Marshal of the Soviet Union

Defence of Odessa 1941

During the first years of the war of 1941-1945

Nikolai Krylov, Marshal of the Soviet Union and now Deputy Defence Minister of the USSR, headed the staffs of the armies which defended Odessa, Sevastopol and Stalingrad.

This book is based on the diary kept by the Chief of Staff of the Separate Maritime Army on the front of Odessa in August-October 1941. These military memoirs deal with a comparatively narrow section of the front which, however, played an important role in foiling the plans of the German Command. Marshal Krylov reminiscences based on factual and documentary material will acquaint the reader with all stages of fighting for Odessa, with the situation in the besieged city and on the firing lines of the Odessa beach-head, as well as with episodes of true heroism and courage of the fighting men of the Land of Socialism.

The reader will come to know the names of many soldiers, sailors and commanders of the Soviet Army and Navy units defending the city on the Black Sea.

